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| (71) Applicant: CORTECH, INC. [US/US]; 6850 North Broadway, Denver, CO 80221 (US).<br><br>(71)(72) Applicants and Inventors: GYORKOS, Albert [US/US]; 11795 Decatur Drive, Westminster, CO 80234 (US). SPRUCE, Lyle, W. [US/US]; 948 Camino del Sol, Chula Vista, CA 91910 (US).  |  | <b>Published</b><br><i>Without international search report and to be republished upon receipt of that report.</i>  |   |
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| (57) Abstract   |  |  |   |
| <p>The present invention relates to certain substituted oxadiazole, thiadiazole and triazole peptoids which are useful as inhibitors of serine proteases.</p>   |  |  |   |

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## SERINE PROTEASE INHIBITORS

The present invention relates to certain substituted oxadiazole, thiadiazole and  
5 triazole peptoids which are useful as inhibitors of serine proteases.

### Background of the Invention

The serine proteases are a class of enzymes which includes elastase, chymotrypsin, cathepsin G, trypsin and thrombin. These proteases have in common a  
10 catalytic triad consisting of Serine-195, Histidine-57 and Aspartic acid-102 (chymotrypsin numbering system). Human neutrophil elastase (HNE) is a proteolytic enzyme secreted by polymorphonuclear leukocytes (PMNs) in response to a variety of inflammatory stimuli. This release of HNE and its extracellular proteolytic activity are highly regulated and are normal, beneficial functions of PMNs. The degradative  
15 capacity of HNE, under normal circumstances, is modulated by relatively high plasma concentrations of  $\alpha_1$ -proteinase inhibitor ( $\alpha_1$ -PI). However, stimulated PMNs produce a burst of active oxygen metabolites, some of which (hypochlorous acid for example) are capable of oxidizing a critical methionine residue in  $\alpha_1$ -PI. Oxidized  $\alpha_1$ -PI has been shown to have limited potency as an HNE inhibitor and it has been proposed that  
20 alteration of this protease/antiprotease balance permits HNE to perform its degradative functions in localized and controlled environments.

Despite this balance of protease/antiprotease activity, there are several human disease states in which a breakdown of this control mechanism is implicated in the pathogenesis of the condition. Improper modulation of HNE activity has been  
25 suggested as a contributing factor in adult respiratory distress syndrome, septic shock and multiple organ failure. A series of studies also have indicated the involvement of PMNs and neutrophil elastase in myocardial ischemia-reperfusion injury. Humans with below-normal levels of  $\alpha_1$ -PI have an increased probability of developing emphysema. HNE-mediated processes are implicated in other conditions such as  
30 arthritis, periodontal disease, glomerulonephritis, dermatitis, psoriasis, cystic fibrosis, chronic bronchitis, atherosclerosis, Alzheimer's disease, organ transplantation, corneal ulcers, and invasion behavior of malignant tumors.

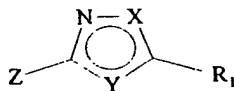
There is a need for effective inhibitors of HNE as therapeutic and as

prophylactic agents for the treatment and/or prevention of elastase-mediated problems.

### Summary of the Invention

5 The present invention provides compounds which are useful as serine protease inhibitors, including human neutrophil elastase. These compounds are characterized by their relatively low molecular weight, high potency and selectivity with respect to HNE. Additionally, certain compounds of the invention have demonstrated oral  
10 bioavailability as exhibited by their higher blood levels after oral dosing. Oral bioavailability allows oral dosing for use in chronic disease, with the advantages of self-administration and decreased cost over other means of administration. The compounds described herein can be used effectively to prevent, alleviate or otherwise treat disease states characterized by the degradation of connective tissue by proteases in humans.

15 The present invention provides compounds comprising oxadiazole, thiadiazole or triazole ring structures, and can be generically described by the formula:



wherein Z is a serine protease binding moiety, preferably an elastase binding moiety, and most preferably a human neutrophil elastase binding moiety. Specifically, Z is a carbonyl containing group, preferably an  $\alpha$ -amino carbonyl containing group where  
20 the carbonyl carbon is covalently attached to the carbon of the heterocycle.

$R_1$  is alkyl, alkenyl or alkynyl optionally substituted with 1 or more, preferably 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl,  
25 alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy,  
30 carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl,

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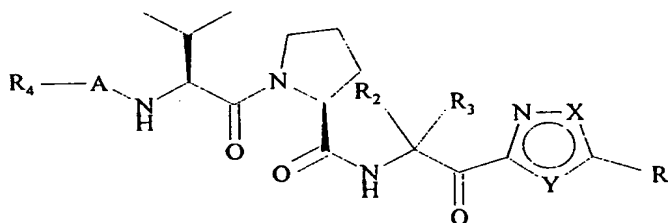


arylcarboxamide, alkylthio or haloalkylthio.

X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio. Preferably, at least one of X or Y is N. It will be understood that where X or Y is a substituted N, both X and Y are N. Preferably, the compounds of the present invention comprise 1,2,4-oxadiazole (i.e., X is O; Y is N) or 1,3,4 oxadiazole rings (i.e., X is N; Y is O).

The compounds of the present invention may be conveniently categorized as Groups I through VI.

In one preferred embodiment, the invention provides compounds of the formula (Group I):



wherein X, Y and R<sub>1</sub> are described above;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R''' or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R''' are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or an amino acid selected from, but not limited to, proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

R<sub>4</sub> is H, alkyl, alkenyl or alkynyl; or cycloalkyl, alkylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or fused alkyl (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio or is absent.

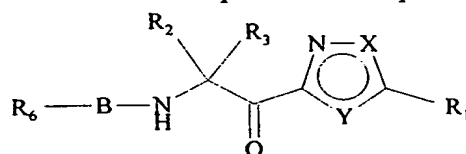
In a preferred embodiment, X is N and Y is O. In another preferred embodiment, X is O and Y is N. Preferably, R<sub>4</sub>-A is an arylalkyloxycarbonyl such as benzyloxycarbonyl; alkoxycarbonyl, arylsulfonyl, alkylsulfonyl or alkyl.

Preferably, R<sub>2</sub> and R<sub>3</sub> are alkyl such as methyl or isopropyl, or H. In one preferred embodiment, R<sub>2</sub> is isopropyl and R<sub>3</sub> is H.

In a preferred embodiment of the invention, R<sub>1</sub> is an optionally substituted aryl or arylalkyl group, such as an  $\alpha,\alpha$ -dimethylbenzyl, benzyl or phenyl group.

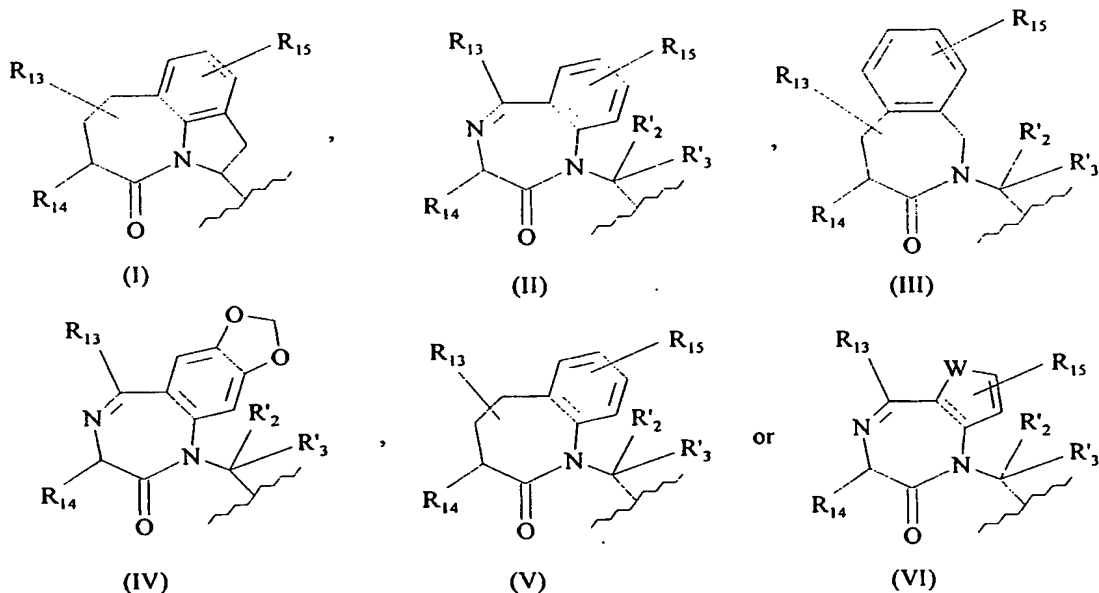
According to several preferred embodiments, the benzene ring is substituted with an alkyl, such as methyl; with a haloalkyl, such as trifluoromethyl; or with a dialkylamino, preferably dimethylamino. In yet another embodiment,  $R_1$  is a fused arylalkyl group such as methylenenaphthyl; or a fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl such as 3,4-methylenedioxybenzyl. In another embodiment,  $R_1$  is an alkyl group, preferably  $(C_1-C_8)$ alkyl, either straight chain or branched, such as methyl, ethyl, propyl, isopropyl, *n*-butyl, isobutyl, *t*-butyl, etc.

The present invention further provides compounds of the formula (Group II):



wherein

- 10 X, Y,  $R_1$ ,  $R_2$  and  $R_3$  are as described above;  
 B is  $-S(O)_2-$ ,  $-C(O)-$ ,  $-OC(O)-$  or  $-CH_2C(O)-$ ;  
 $R_6$  is



wherein

- $R'_2$  and  $R'_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine;  $-RCOR'$ ,  $-RCOOR'$ ,  $-RNR'R''R'''$  or  $-RC(O)NR'R''$  where R is alkyl or alkenyl, and  $R'$ ,  $R''$  and  $R'''$

are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, 5 alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, 10 alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl, alkyl fused aryl-cycloalkyl or 15 aryloxy-carboxamide optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, arylalkylcarboxamide, alkylthio or haloalkylthio;

R<sub>15</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, 20 alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S; and

W is O or S; or C or N optionally substituted with H, alkyl or aryl.

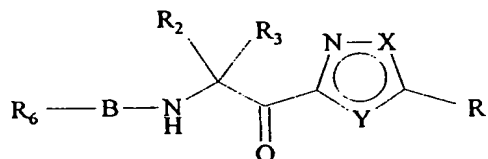
In a preferred embodiment, X is N and Y is O. In another preferred 25 embodiment, X is O and Y is N. According to several preferred embodiments, R<sub>13</sub> is an optionally substituted phenyl or benzyl; pyridyl, piperidinyl, alkyl or H or a fused ring system such as 3,4-methylenedioxybenzyl; R<sub>14</sub> is optionally substituted amino or an arylalkyloxycarboxamide such as benzyloxycarboxamide; and R<sub>15</sub> is H or halo.

Preferably, R<sub>2</sub> is isopropyl and R<sub>3</sub> is H.

30 In a preferred embodiment of the invention, R<sub>1</sub> is an optionally substituted aryl or arylalkyl group, such as a  $\alpha,\alpha$ -dimethylbenzyl, benzyl or phenyl group. According to several preferred embodiments, the benzene ring is substituted with an alkyl, such

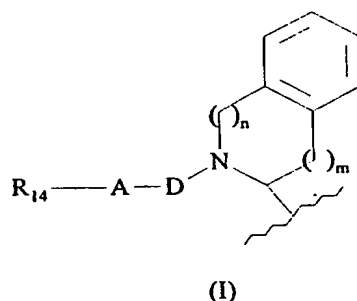
as methyl; with a haloalkyl, such as trifluoromethyl; or with a dialkylamino, preferably dimethylamino. In yet another embodiment,  $R_1$  is a fused arylalkyl group such as methylenenaphthyl; or a fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl such as 3,4-methylenedioxybenzyl. In another embodiment,  $R_1$  is an alkyl group, preferably (C<sub>1</sub>-C<sub>8</sub>)alkyl, either straight chain or branched, such as methyl, ethyl, propyl, isopropyl, *n*-butyl, isobutyl, *t*-butyl, etc.

The present invention also provides compounds of the formula (Group III):



wherein X, Y,  $R_1$ ,  $R_2$ ,  $R_3$  and B are as described above; and

$R_6$  is of formula (I):



where  $m$  is 0 or 1;  $n$  is 0 or 1;

D is a direct bond or an amino acid selected from, but not limited to, proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homophenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydroisioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and

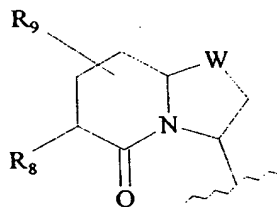
lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxy carbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-

5 selected from N, O and S;

A is a direct bond,  $-C(O)-$ ,  $-NH-C(O)-$ ,  $-S(O)_2-$ ,  $-OC(O)-$  or  $-C-$ ; and

$R_{14}$  is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteratoms selected from N, O and S, and optionally  
 10 substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio.

Alternatively,  $R_6$  is of formula (II):



(II)

where

15 W is S or O;

$R_8$  is alkylamino, dialkylamino or amino;

$R_9$  is H, alkyl or halo.

In a preferred embodiment, X is N and Y is O. In another preferred embodiment, X is O and Y is N. According to one embodiment, where  $R_6$  is of  
 20 formula (I), m is 1, n is 0. In another embodiment, m and n are 1. Preferably,  $R_{14}$  is benzyl, A is  $-OC(O)-$  and D is Val.

Preferably,  $R_2$  is isopropyl and  $R_3$  is H.

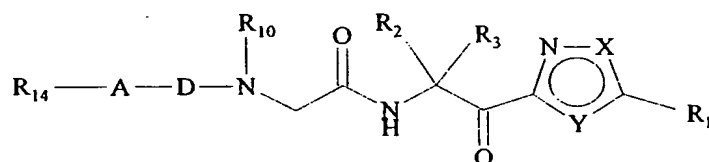
In a preferred embodiment of the invention,  $R_1$  is an optionally substituted aryl or arylalkyl group, such as a  $\alpha,\alpha$ -dimethylbenzyl, benzyl or phenyl group. According  
 25 to several preferred embodiments, the benzene ring is substituted with an alkyl, such as methyl; with a haloalkyl, such as trifluoromethyl; or with a dialkylamino, preferably dimethylamino. In yet another embodiment,  $R_1$  is a fused arylalkyl group

such as methylenenaphthyl; or a fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl such as 3,4-methylenedioxybenzyl. In another embodiment,  $R_1$  is an alkyl group, preferably  $(C_1-C_8)$ alkyl, either straight chain or branched, such as methyl, ethyl, propyl, isopropyl, *n*-butyl, isobutyl, *t*-butyl, etc.

5 According to one embodiment, W is S;  $R_8$  is amino and  $R_9$  is H.

In yet a further embodiment of the invention of Group (III) compounds,  $R_6$  is aryl, arylalkyl, cycloalkyl or alkylcycloalkyl. According to one embodiment,  $R_6$ -B is Cbz.

The present invention further provides compounds of the formula (Group IV):



10 wherein

X, Y,  $R_1$ ,  $R_2$  and  $R_3$  are as described above;

$R_{10}$  is  $(C_5-C_6)$ aryl,  $(C_5-C_6)$ arylalkyl,  $(C_5-C_6)$ arylalkenyl, cycloalkyl, fused aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio or haloalkylthio;

D is a direct bond,  $-C(O)-$ , or an amino acid selected from, but not limited to, proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homophenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydroisoquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl,

alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxy carbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteratoms selected from N, O and S;

- 5 A is a direct bond,  $-C(O)-$ ,  $-NH-C(O)-$ ,  $-S(O)_2-$ ,  $-NH-S(O)_2-$ ,  $-S(O)_2-NH-$ ,  $-OC(O)NH-$ ,  $-OC(O)-$  or  $-C-$ ; and  $R_{14}$  is as described above.

In a preferred embodiment, X is N and Y is O. In another preferred embodiment, X is O and Y is N. Preferably, D is Val, A is  $-OC(O)-$  and  $R_{14}$  is aryl or arylalkyl such as benzyl. In a preferred embodiment,  $R_{10}$  is  $(C_5-C_6)$ aryl or  $(C_5-C_6)$ arylalkyl, preferably benzyl, or a fused aryl-cycloalkyl such as an indanyl group.

10 According to another preferred embodiment, D is  $-C(O)-$ , and  $R_{14}-A$  is pyrrole.

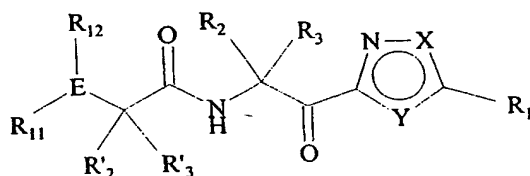
Preferably,  $R_2$  is isopropyl and  $R_3$  is H.

In a preferred embodiment of the invention,  $R_1$  is an optionally substituted aryl or arylalkyl group, such as a  $\alpha,\alpha$ -dimethylbenzyl, benzyl or phenyl group. According to several preferred embodiments, the benzene ring is substituted with an alkyl, such as methyl; with a haloalkyl, such as trifluoromethyl; or with a dialkylamino, preferably dimethylamino. In yet another embodiment,  $R_1$  is a fused arylalkyl group such as methylenenaphthyl; or a fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl such as 3,4-methylenedioxybenzyl. In another embodiment,  $R_1$  is an alkyl group,

15 preferably  $(C_1-C_8)$ alkyl, either straight chain or branched, such as methyl, ethyl, propyl, isopropyl, *n*-butyl, isobutyl, *t*-butyl, etc.

20

The present invention additionally provides compounds of the formula (Group V):



wherein

- 25 X, Y,  $R_1$ ,  $R_2$ ,  $R_3$ ,  $R'_2$  and  $R'_3$  are as described above; and

$R_{11}$ ,  $R_{12}$  and E together form a monocyclic or bicyclic ring comprising 5-10 atoms selected from C, N, S and O; said ring containing 1 or more keto groups; and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl,



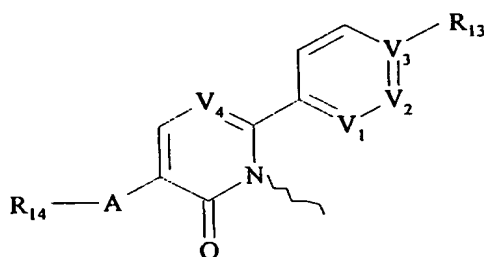
dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamido, alkylthio, haloalkylthio; cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, ((C<sub>5</sub>-C<sub>12</sub>)arylalkyl)OC(O)NH- or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, -C(O)O(alkyl), -C(O)(alkyl), alkylcarboxamido, alkylthio or haloalkylthio.

In a preferred embodiment, X is N and Y is O. In another preferred embodiment, X is O and Y is N.

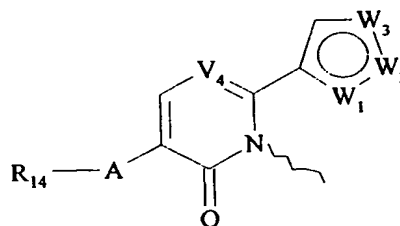
Preferably, R<sub>2</sub> is isopropyl and R<sub>3</sub> is H.

In a preferred embodiment of the invention, R<sub>1</sub> is an optionally substituted aryl or arylalkyl group, such as a  $\alpha,\alpha$ -dimethylbenzyl, benzyl or phenyl group. According to several preferred embodiments, the benzene ring is substituted with an alkyl, such as methyl; with a haloalkyl, such as trifluoromethyl; or with a dialkylamino, preferably dimethylamino. In yet another embodiment, R<sub>1</sub> is a fused arylalkyl group such as methylenenaphthyl; or a fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl such as 3,4-methylenedioxybenzyl. In another embodiment, R<sub>1</sub> is an alkyl group, preferably (C<sub>1</sub>-C<sub>8</sub>)alkyl, either straight chain or branched, such as methyl, ethyl, propyl, isopropyl, *n*-butyl, isobutyl, *t*-butyl, etc.

According to one embodiment of the invention, R<sub>11</sub>, R<sub>12</sub>, and E together form a ring structure of formulas (I) or (Ia):



(I)



(Ia)

wherein A is as described above for Group (IV);

V<sub>1</sub>, V<sub>2</sub>, V<sub>3</sub> and V<sub>4</sub> are independently or together C or N;

where V<sub>3</sub> is C; R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio,

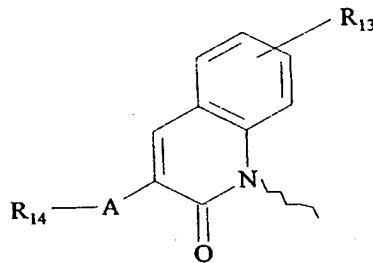
amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

- 5  $R_{14}$  is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl, arylalkylxoxycarbonyl or arylalkylcarboxamide optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or
- 10 haloalkylthio; and

$W_1$ ,  $W_2$  and  $W_3$  are independently selected from N optionally substituted with alkyl; C, S and O.

- According to one preferred embodiment,  $V_4$  is N; and  $V_1$ ,  $V_2$  and  $V_3$  are C. Preferably,  $R_{13}$  is H or halo;  $R_{14}$ -A is CbzNH, amino or H; and  $R'_2$  and  $R'_3$  are H.
- 15 Preferably,  $R_{11}$ ,  $R_{12}$  and E together form a ring of formula (I). In a particular embodiment,  $R_{13}$  is H or F; and  $R_{14}$ -A- is H or  $H_2N$ -. Where  $R_{11}$ ,  $R_{12}$  and E together form a ring of formula (Ia),  $W_1$  is preferably S, and  $W_2$  and  $W_3$  are C.

In another embodiment,  $R_{11}$ ,  $R_{12}$  and E together form a ring of formula (II)

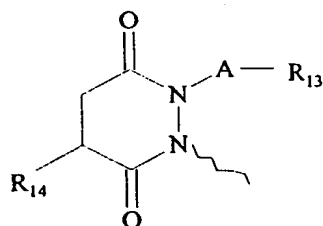


(II)

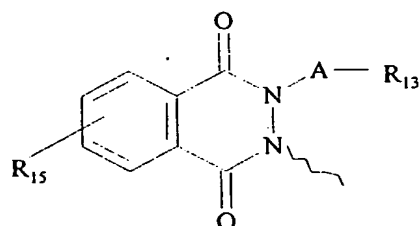
wherein A,  $R_{13}$  and  $R_{14}$  are as described above;

- 20 Preferably,  $R'_2$  and  $R'_3$  are H. According to one embodiment,  $R_{13}$  is 1-piperidinyl; and  $R_{14}$ -A is CbzNH. Alternatively,  $R_{13}$  is H; and  $R_{14}$ -A is amino, alkylamino or dialkylamino. In another preferred embodiment,  $R_{13}$  is halo; and  $R_{14}$ -A is  $CH_3-O-C(O)$ -. In yet another embodiment,  $R_{13}$  is H; and  $R_{14}$ -A is CbzNH.

- According to another embodiment of the invention,  $R_{11}$ ,  $R_{12}$  and E form a ring
- 25 of formula (III) or (IV):



(III)



(IV)

wherein

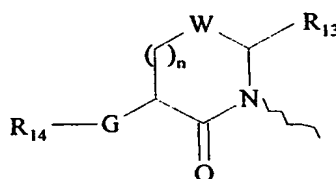
A is a direct bond, -C- or -C(O)-;

R<sub>13</sub>, R<sub>14</sub> and R<sub>15</sub> are as defined above.

According to a particular embodiment, R<sub>11</sub>, R<sub>12</sub> and E form a ring of formula (III); and -A-R<sub>13</sub> is -C(O)phenyl; R<sub>14</sub> is H; and R'<sub>2</sub> and R'<sub>3</sub> are H.

In another embodiment, R<sub>11</sub>, R<sub>12</sub> and E form a ring of formula (IV); and -A-R<sub>13</sub> is -C(O)phenyl; R<sub>15</sub> is H; and R'<sub>2</sub> and R'<sub>3</sub> are H.

In another embodiment of the invention, R<sub>11</sub>, R<sub>12</sub> and E form a ring of formula (V):



(V)

wherein

W is S, SO, SO<sub>2</sub> or C;

n is 0, 1 or 2;

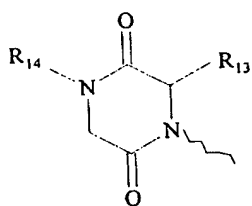
R<sub>13</sub> and R<sub>14</sub> are defined above; and

G is -NHC(O)-, -OC(O)NH-, -C(O)-, -NHS(O)<sub>2</sub>- or a direct bond.

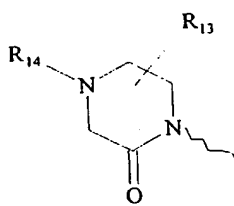
According to one embodiment, n is 0 and W is S, where preferably R<sub>14</sub>-G is H. Preferably, R<sub>13</sub> is optionally substituted benzyl or phenyl.

In another embodiment, n is 1 and W is C. Preferably, R<sub>14</sub>-G is an arylalkyloxycarboxamide, for example, CbzNH-. In a preferred embodiment, R<sub>13</sub> is H or phenyl substituted with halo. Preferably, R'<sub>2</sub> and R'<sub>3</sub> are H.

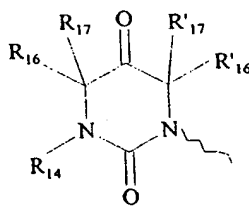
The invention further provides compounds wherein R<sub>11</sub>, R<sub>12</sub> and E form a ring of formulas (VI), (VIa), (VII) or (VIII):



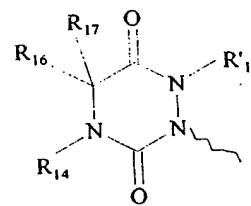
(VI)



(VIa)



(VII)



(VIII)

wherein

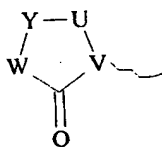
$R_{13}$  is as defined above, or is  $CH=R_{15}$  or  $R_{15}$  where  $R_{15}$  is pyridinyl, phenyl or benzyl optionally substituted with halo, dialkylamino or  $-C(O)OCH_3$ ;

- $R_{14}$  and  $R'_{14}$  are independently or together H, alkyl, alkenyl,  $CH_3C(O)-$ ; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl, aryloxycarbonyl or arylalkyloxycarbonyl optionally comprising 1 or more heteratoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

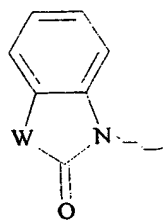
$R_{16}$ ,  $R_{17}$ ,  $R'_{16}$  and  $R'_{17}$  are independently or together H, alkyl, alkenyl, alkylthio, alkylthioalkyl; or cycloalkyl, cycloalkenyl, alkylcycloalkyl, aryl, arylalkyl or arylalkenyl optionally substituted with guanidine, carboalkoxy, hydroxyl, haloalkyl, alkylthio, alkylguanidine, dialkylguanidine or amidine.

- Preferred compounds are of formula (VI) or (VIa) where  $R_{13}$  is  $CH=R_{15}$  or  $R_{15}$ ; and  $R_{14}$  is H, alkyl,  $CH_3C(O)-$ , Cbz or benzyl optionally substituted with alkyl, halo or alkylamino; or 3,4-methylenedioxybenzyl or 3,4-ethylenedioxybenzyl; and  $R'_2$  and  $R'_3$  are H. Preferably,  $R_{13}$  is  $=CHR_{15}$  where  $R_{15}$  is phenyl or benzyl optionally substituted with halo or  $-C(O)CH_3$ .

- In a further embodiment,  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (IX) or (IXa):



(IX)



(IXa)

wherein

U, V, W and Y are independently or together N, C, C(O), N(R<sub>13</sub>) where R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; N(R<sub>14</sub>) where R<sub>14</sub> is H, alkyl, alkenyl, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; or C(R<sub>16</sub>)(R<sub>17</sub>) where R<sub>16</sub> and R<sub>17</sub> are independently or together H, alkyl, alkylthio, alkylthioalkyl; a carboxylic acid ester of the formula -(CH<sub>2</sub>)<sub>m</sub>C(O)OR or an N-substituted alkylamide of the formula -(CH<sub>2</sub>)<sub>m</sub>C(O)NRR' where m is 1 to 6 and R and R' are independently or together H or alkyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O and optionally substituted with amino, alkylamino, dialkylamino, guanidine, carboalkoxy, keto, hydroxyl, alkyl, haloalkyl, alkylthio, alkylguanidine, dialkylguanidine or amidine; or together form a cyclic ring structure comprising 4-8 atoms selected from C, N, O and S.

In one preferred embodiment, U is C(R<sub>16</sub>)(R<sub>17</sub>), V is N, W is N(R<sub>14</sub>) and Y is C(O), where preferably R'<sub>2</sub> and R'<sub>3</sub> are H; R<sub>16</sub> is phenyl or benzyl; R<sub>17</sub> is H; and R<sub>14</sub> is H or benzyl optionally substituted with alkyl, halo, or alkylamine.

In another preferred embodiment, U is C(O); V is N, W is N, N(R<sub>13</sub>) or N(R<sub>14</sub>); and Y is C(R<sub>16</sub>)(R<sub>17</sub>), where preferably R'<sub>2</sub> and R'<sub>3</sub> are H; R<sub>14</sub> is H; R<sub>16</sub> is H, alkyl, optionally substituted aryl or arylalkyl, preferably benzyl or phenyl optionally substituted with dialkylamino or hydroxyl; pyridinyl, methylene pyridinyl; fused aryl such as an indolyl; or a carboxylic acid ester or N-substituted alkyl amide, as defined above; and R<sub>17</sub> is H, alkyl, succinimidyl, aryl or arylalkyl.

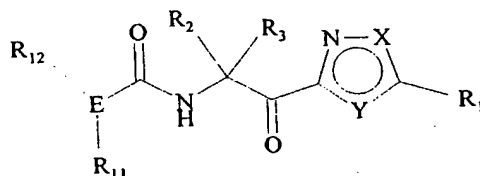
In yet another preferred embodiment, U is C(O), V is N, W is N, N(R<sub>13</sub>) or N(R<sub>14</sub>); and Y is N(R<sub>13</sub>), where preferably R'<sub>2</sub> and R'<sub>3</sub> are H; W is NH; R<sub>13</sub> is arylalkyl; and R<sub>14</sub> is H.

In a further embodiment, U is C(R<sub>16</sub>)(R<sub>17</sub>); V is N; W is N or N(R<sub>13</sub>); and Y is C(O). Preferably, R<sub>13</sub> and R<sub>16</sub> are aryl; and R<sub>17</sub> is H.

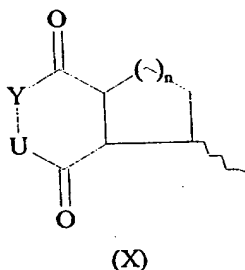
Where  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (IXa); W is typically  $N(R_{13})$  where  $R_{13}$  is aryl or cycloalkyl such as piperidinyl.

In another embodiment,  $R_{16}$  and  $R_{17}$  form a cyclic ring structure, such as a cyclopentyl or cyclohexyl group.

5 The invention further provides compounds of the formula (Group VI):

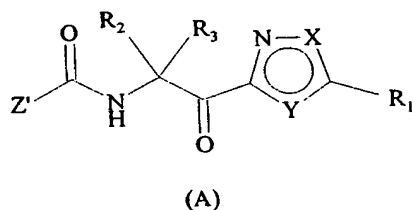


wherein X, Y,  $R_1$ ,  $R_2$  and  $R_3$  are as described above, and  $R_{11}$ ,  $R_{12}$  and E together form a ring of formula (X):



where U and V are independently or together N, C,  $N(R_{13})$  where  $R_{13}$  is H, alkyl, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S; or  $C(R_{16})(R_{17})$  where  $R_{16}$  and  $R_{17}$  are as defined above; and  
 10 and n is 1 or 2.

The present invention further provides methods of synthesizing compounds of  
 15 formula (A):



wherein

$Z'$  is defined below;

$R_1$  is alkyl or alkenyl optionally substituted with 1-3 halo or hydroxyl; -alkyl- $C(O)OCH_3$ ; alkylamino, dialkylamino, alkylalkylamino; or cycloalkyl,

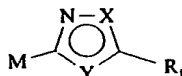
alkylcycloalkyl, alkenylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkylalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; and

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

comprising the steps of:

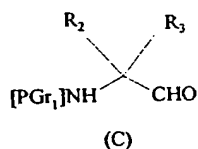
(a) reacting a compound of formula (B):



(B)

wherein M is Li or MgBr,

with an aldehyde of formula (C):



where [PrG<sub>1</sub>] is a protecting group;

- (b) removing the protecting group from the resulting alcohol (D)
- (c) coupling the alcohol obtained from step (b) with an acid of formula (E):

5



and

- (d) oxidizing the resulting product and further, if desired, removing the protecting group to yield the final compound.

10

According to one embodiment, the protecting group [PGr<sub>1</sub>] is removed from alcohol (D) by reacting the aldehyde of formula (C) with hydrochloric acid in dioxane. The protecting group [PGr<sub>1</sub>] may be any suitable group, preferably Boc.

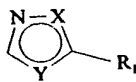
According to another embodiment, the oxidation step of (d) is performed using Dess Martin reagent.

15

In a further embodiment, the compound of formula (B) is synthesized by:

- (e) treating an acid of the formula (R<sub>1</sub>)COOH with thionyl chloride or oxalyl chloride;

- (f) treating the resulting acid chloride with hydrazine to yield a hydrazide of the formula (R<sub>1</sub>)CONHNH<sub>2</sub>;



(F)

20

- (g) reacting the hydrazide with triethyl orthoformate or trimethyl orthoformate and TsOH to yield a oxadiazole of the formula (F):

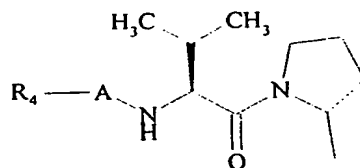
and

- (h) treating the oxadiazole with butyllithium and further, if desired, reacting with MgBr•OEt<sub>2</sub> to yield the compound B.

25

In one embodiment, Z' is

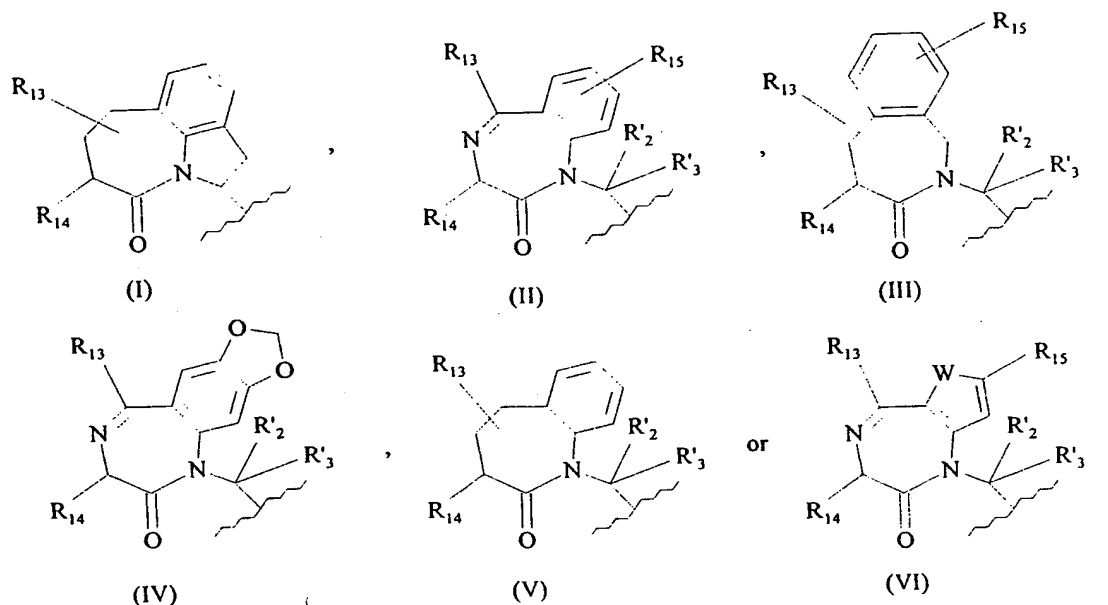




wherein

- A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and
- R<sub>4</sub> is H, alkyl, alkenyl, or alkynyl; or cycloalkyl, alkylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkylalkyl optionally comprising one or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio or is absent; or

Z' may be



wherein

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R''' or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R''' are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

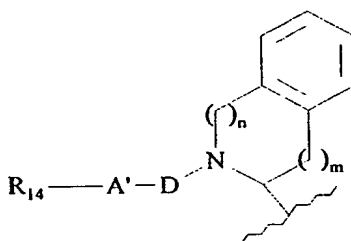
R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl, alkyl fused aryl-cycloalkyl or

aryloxycarboxamide optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, arylalkylcarboxamide, alkylthio or haloalkylthio;

5 and

$R_{15}$  is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S.

10 In yet a further embodiment,  $Z'$  is:



(I)

where m is 0 or 1; n is 0 or 1;

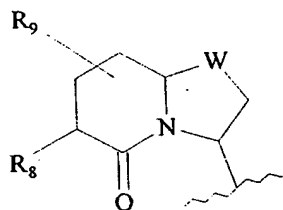
D is a direct bond or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-

21

cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

A' is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)- or -C-.

In yet another embodiment, Z' is:



(II)

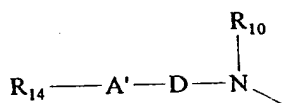
5 where

W is S or O;

R<sub>8</sub> is alkylamino, dialkylamino or amino; and

R<sub>9</sub> is H, alkyl or halo; or

Z' is :

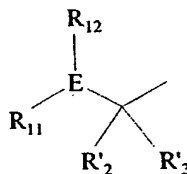


10 wherein

R<sub>10</sub> is (C<sub>5</sub>-C<sub>6</sub>)aryl, (C<sub>5</sub>-C<sub>6</sub>)arylalkyl, (C<sub>5</sub>-C<sub>6</sub>)arylalkenyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl,

15 dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio or haloalkylthio.

In a preferred embodiment, Z' is:



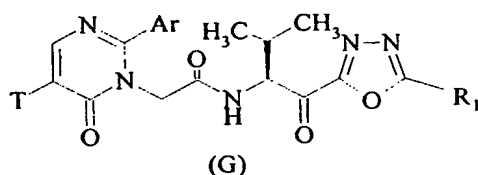
wherein

R<sub>11</sub>, R<sub>12</sub> and E together form a monocyclic or bicyclic ring comprising 5-10

22

- atoms selected from C, N, S and O; said ring containing 1 or more keto groups; and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio, haloalkylthio or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, ((C<sub>5</sub>-C<sub>12</sub>)arylalkyl)OC(O)NH- or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, -C(O)O(alkyl), -C(O)(alkyl), alkylcarboxamide, alkylthio or haloalkylthio.

In a preferred embodiment, the invention provides a method of synthesizing a compound of formula (G):



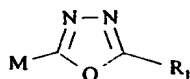
wherein

T is H or NH<sub>2</sub>;

- R<sub>1</sub> is alkyl or alkenyl optionally substituted with 1-3 halo or hydroxyl; a carboxylic acid ester such as -alkyl-C(O)OCH<sub>3</sub>; alkylamino, dialkylamino, alkyldialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cyclalkylalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio; and

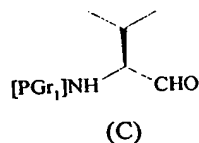
- Ar is an aryl or arylalkyl optionally substituted with H, alkyl, amino, alkylamino, dialkylamino, halo or hydroxyl; comprising the steps of:

(a) reacting a compound of formula (B):



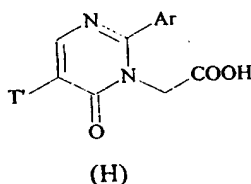
(B) 23

wherein M is Li or MgBr;  
with an aldehyde of formula (C):

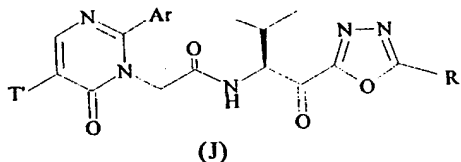


where [PrG<sub>1</sub>] is a protecting group;

- (b) removing the protecting group from the resulting alcohol (D)  
5 (c) coupling the alcohol obtained from step (b) with an acid of formula (H):



wherein T' is H or [PGr<sub>2</sub>]NH, where [PGr<sub>2</sub>] is a protecting group;  
(d) oxidizing the resulting product to yield a ketone of formula (J):



and further, when T' is [PGr<sub>2</sub>]NH,

- (e) removing the protecting group [PGr<sub>2</sub>] to yield the compound of formula  
10 (G). Preferably, [PGr<sub>2</sub>] is Cbz.

As used herein, the term "optionally substituted" means, when substituted, mono to fully substituted.

As used herein, the term "independently" means that the substituents may be the same or different.

15 As used herein, the term "alkyl" means C<sub>1</sub>-C<sub>15</sub>, however, preferably C<sub>1</sub>-C<sub>8</sub>.

As used herein, the term "alkenyl" means C<sub>1</sub>-C<sub>15</sub>, however, preferably C<sub>1</sub>-C<sub>8</sub>.

As used herein, the term "alkynyl" means C<sub>1</sub>-C<sub>15</sub>, however, preferably C<sub>1</sub>-C<sub>8</sub>.

It will be understood that alkyl, alkenyl and alkynyl groups, whether substituted or unsubstituted, may be linear or branched.

20 As used herein, the term "aryl," unless otherwise stated, means aryl groups preferably comprising 5 to 12 carbons, and more preferably 5 to 6 carbons. Unless otherwise indicated, the term includes both mono- and bi-cyclic fused ring systems.

As used herein, where the term "arylalkyl" is defined by the general formula (C<sub>x</sub>-C<sub>y</sub>)arylalkyl, x and y refer to the number of carbons making up the aryl group. The alkyl group is as defined above. The term include mono-substituted alkyl groups (e.g., benzyl), as well as di-substituted alkyl groups such as -alkyl(aryl)<sub>2</sub> (e.g., -CH(phenyl)<sub>2</sub>). The terms arylalkyl and alkyl fused arylcycloalkyl include (α,α)-disubstituted groups such as, for example, (α,α)-disubstituted benzyl and (α,α)-disubstituted 3,4-methylenedioxybenzyl groups, wherein the α substituents are preferably alkyl groups such as methyl, ethyl or propyl. Specific examples include (α,α)-dimethylbenzyl and (α,α)-dimethyl-3,4-methylenedioxybenzyl.

As used herein, the term "arylalkenyl" includes aryl groups where the alkenyl group comprises 1-3 or more double bonds. Exemplary arylalkenyl groups include =CH-CH<sub>2</sub>-aryl and -CH=CH-aryl, where aryl is preferably phenyl.

As used herein, the term "cycloalkyl," unless otherwise stated, means cycloalkyl groups preferably comprising 3 to 12 carbons, and more preferably 3 to 6 carbons. Unless otherwise indicated, the term includes both mono-, bi- and tri-cyclic fused ring systems.

As used herein, the term "Cbz" means benzyloxycarbonyl.

As used herein, the term "carboxamide" is synonymous with amide; i.e., a group of the formula -NHC(O)-.

As used hererin, the term "oxycarboxamide" means a group of the formula -O-C(O)NH-.

As used herein, the term "oxycarbonyl" means a group of the formula -OC(O)-

Pharmaceutically acceptable salts of the compounds described above are within the scope of the invention.

#### Brief Description of the Drawings

Figure 1 is a schematic representation of the synthesis of compounds of Group

I.

Figure 2 is a schematic representation of the synthesis of compounds of Group

I.

Figure 3 is a schematic representation of the synthesis of compounds of Group

I.

I. Figure 4 is a schematic representation of the synthesis of compounds of Group

Figure 5 is a schematic representation of the synthesis of compounds of Group

II.

5 II. Figure 6 is a schematic representation of the synthesis of compounds of Group

II.

Figure 7 is a schematic representation of the synthesis of compounds of Group

II.

Figure 8 is a schematic representation of the synthesis of compounds of Group

10 III.

Figure 9 is a schematic representation of the synthesis of compounds of Group

III.

Figure 10 is a schematic representation of the synthesis of compounds of  
Group IV.

15 Figure 11 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 12 is a schematic representation of the synthesis of compounds of  
Group V.

20 Figure 13 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 14 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 15 is a schematic representation of the synthesis of compounds of  
Group V.

25 Figure 16 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 17 is a schematic representation of the synthesis of compounds of  
Group V.

30 Figure 18 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 19 is a schematic representation of the synthesis of compounds of  
Group V.

Figure 20 is a schematic representation of the synthesis of compounds of



Group V.

Figure 21 is a schematic representation of the synthesis of compounds of Group V.

5 Figure 22 is a schematic representation of the synthesis of compounds of Group V.

Figure 23 shows the activity of certain compounds of Group I.

Figure 24 shows the activity of certain compounds of Group I.

Figure 25 shows the activity of certain compounds of Group I.

Figure 26 shows the activity of certain compounds of Group I.

10 Figure 27 shows the activity of certain compounds of Group I.

Figure 28 shows the activity of certain compounds of Group II and III.

Figure 29 shows the activity of certain compounds of Groups II, III and IV.

Figure 30 shows the activity of certain compounds of Group V.

Figure 31 shows the activity of certain compounds of Group V.

15 Figure 32 shows the activity of certain compounds of Group V.

Figure 33 shows the activity of certain compounds of Group V.

Figure 34 shows the activity of certain compounds of Group V.

Figure 35 shows the activity of certain compounds of Group V.

Figure 36 shows the activity of certain compounds of Group V.

20 Figure 37 shows the activity of certain compounds of Group V.

Figure 38 shows the activity of certain compounds of Group V.

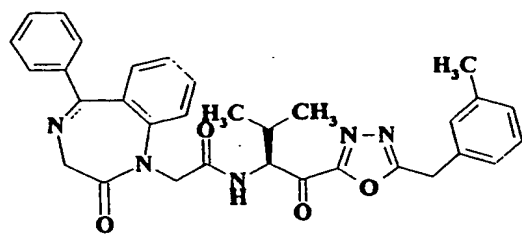
Figure 39 is a schematic representation of the synthesis of certain compounds of the invention.

## 25 Detailed Description

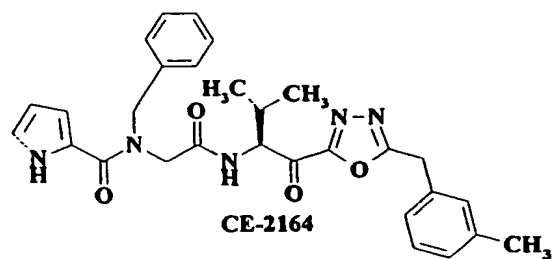
The compounds of the present invention have been found to be potent inhibitors of the serine protease human neutrophil elastase (HNE). They are reversible inhibitors that presumably form a transition state intermediate with the active site serine residue. The compounds are characterized by their low molecular weights, high selectivity with respect to HNE and stability regarding physiological conditions. Therefore, the compounds can be implemented to prevent, alleviate and/or otherwise treat diseases which are mediated by the degradative effects associated with the presence of HNE. Their usage is of particular importance as they

relate to various human treatment *in vivo* but may also be used as a diagnostic tool *in vitro*.

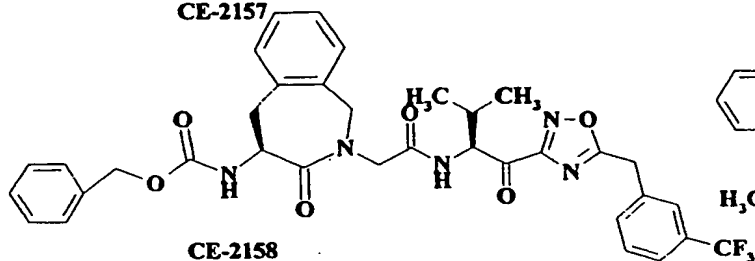
The present invention provides, but is not limited to, specific embodiments set forth in the Examples as well as those set forth below.



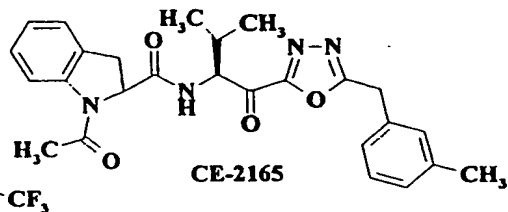
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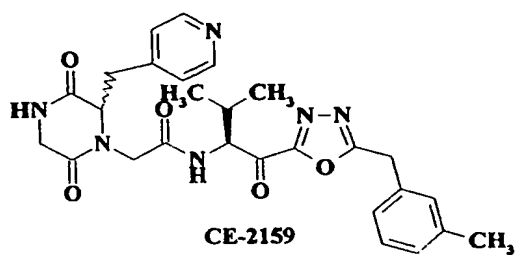
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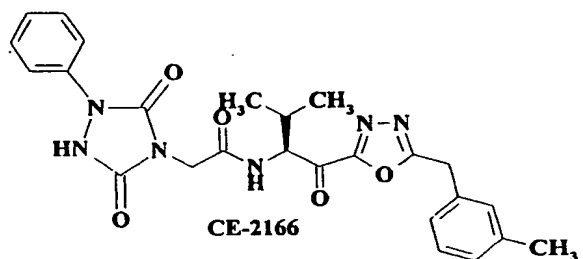
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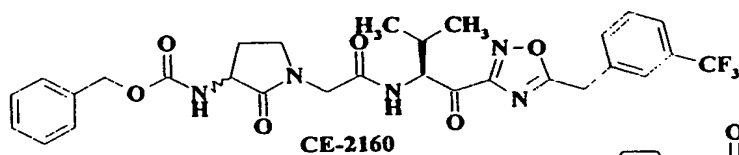
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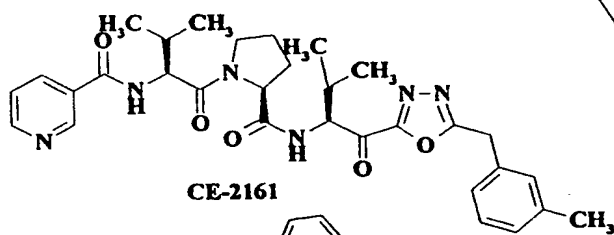
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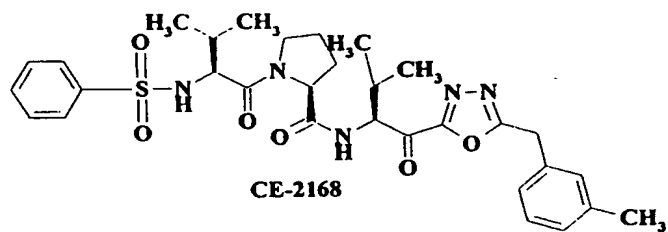
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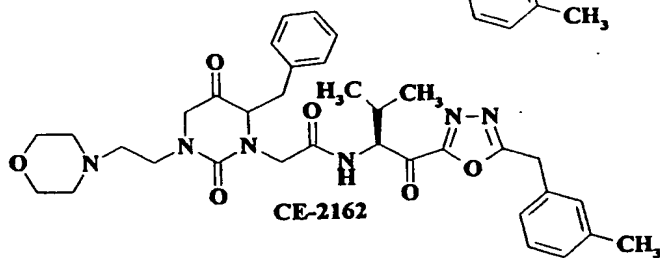
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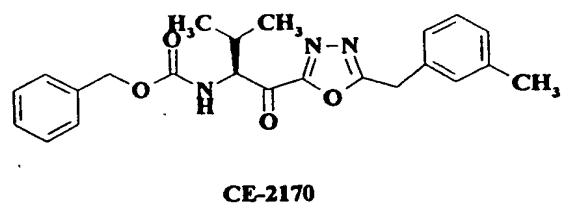
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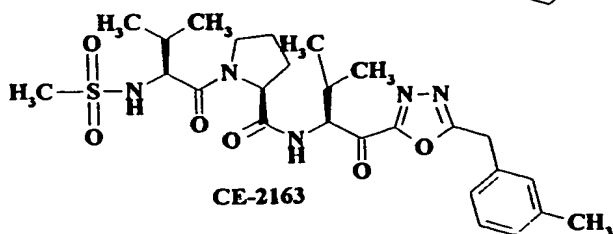
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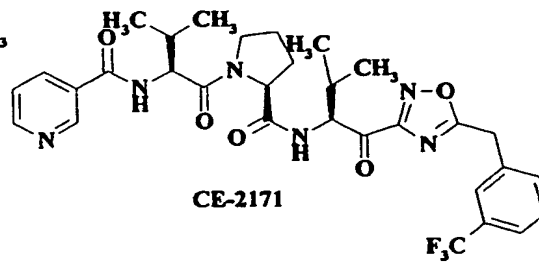
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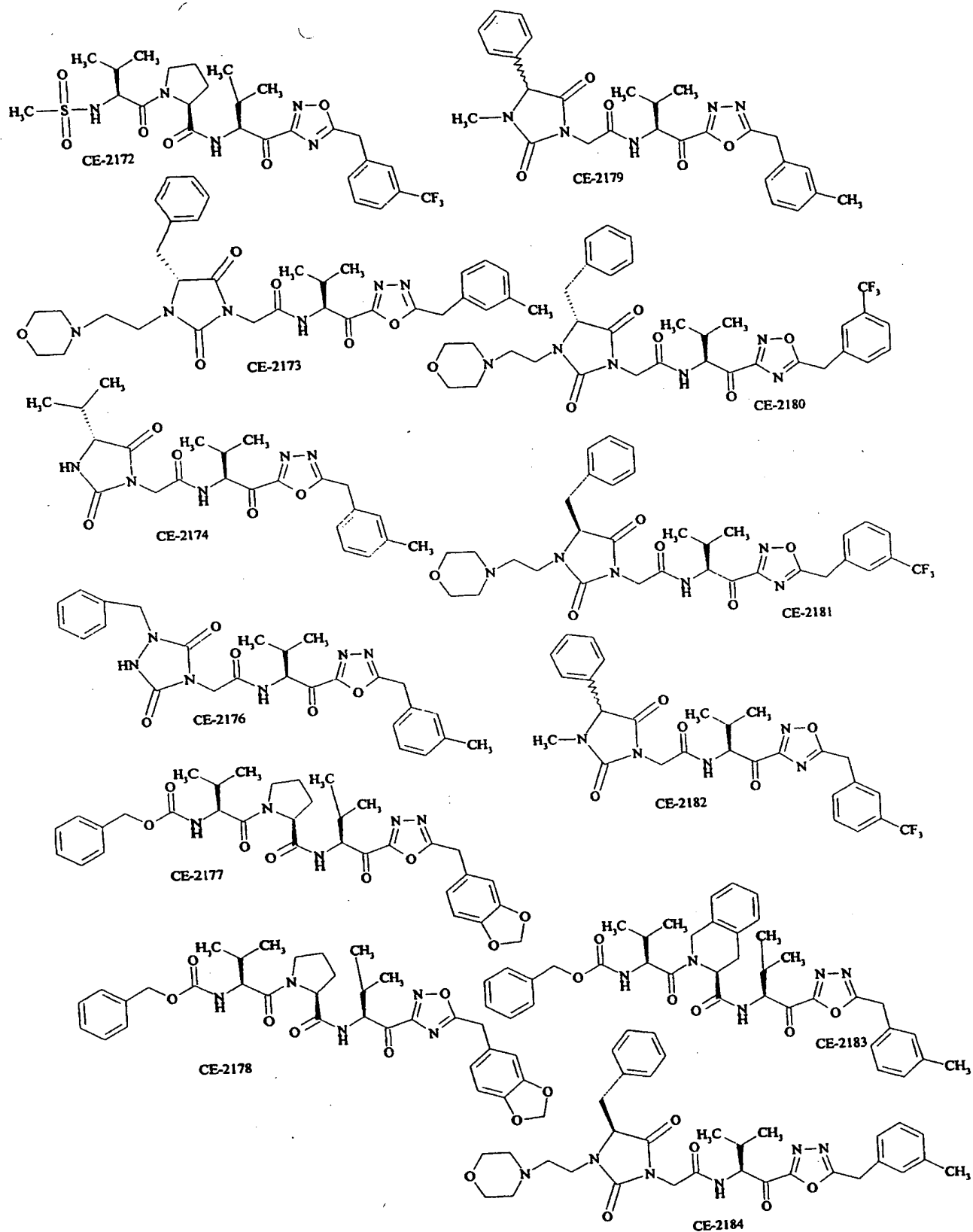
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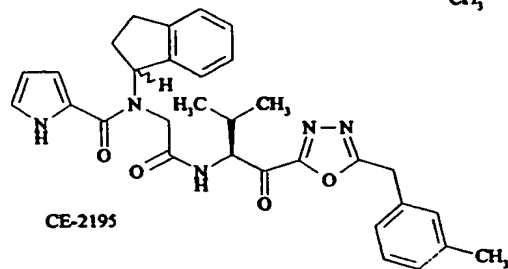
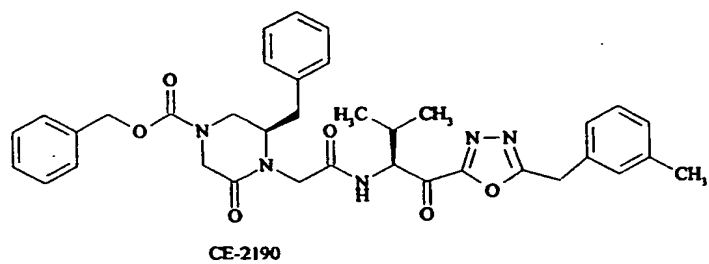
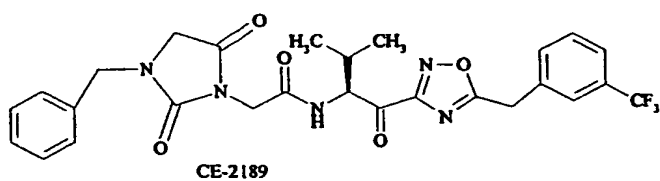
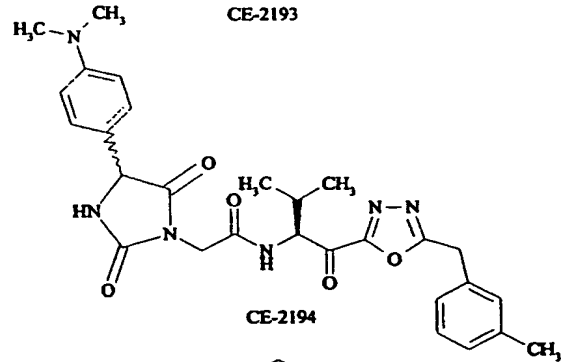
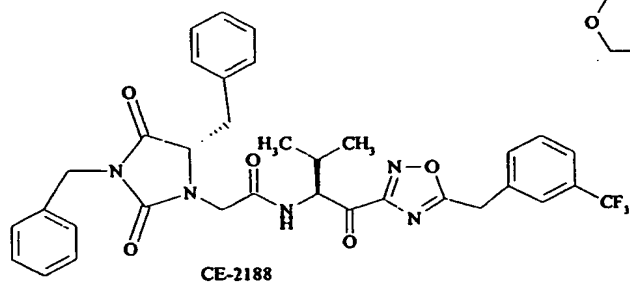
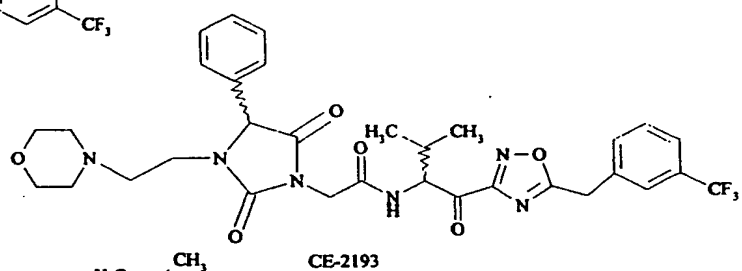
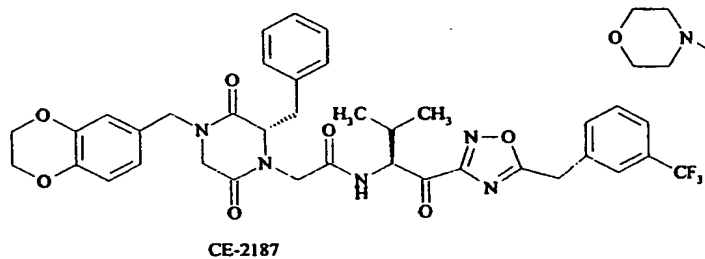
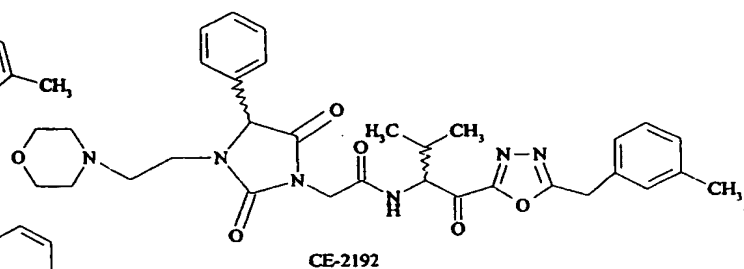
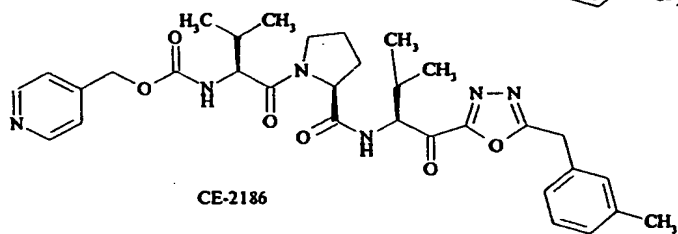
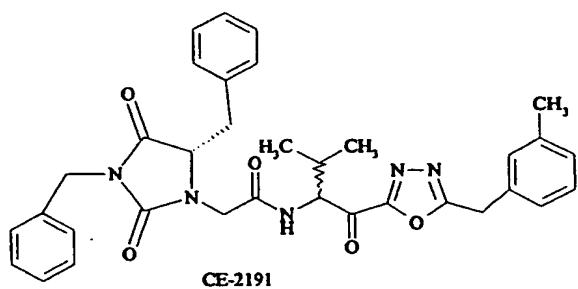
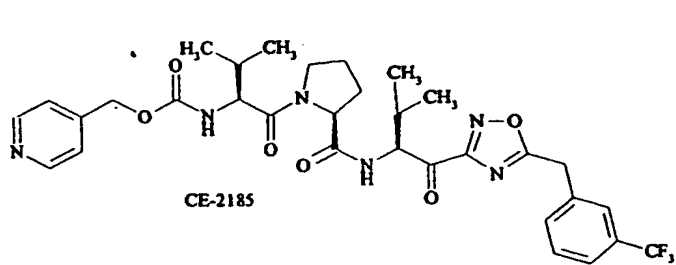


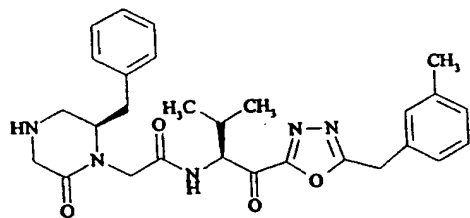
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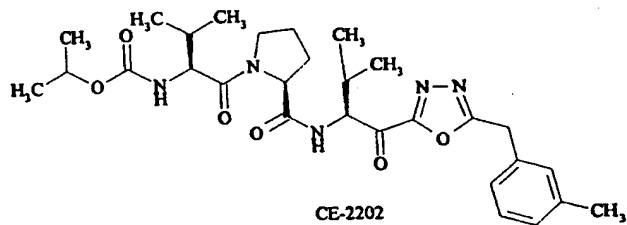
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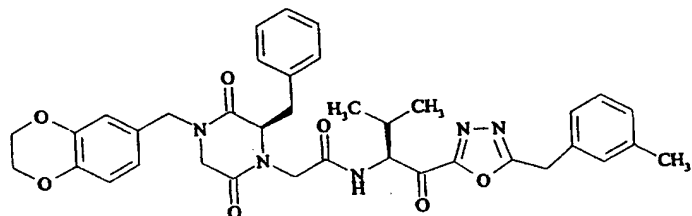




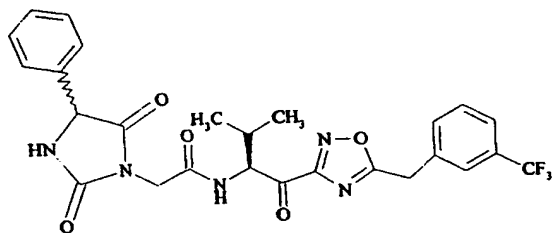
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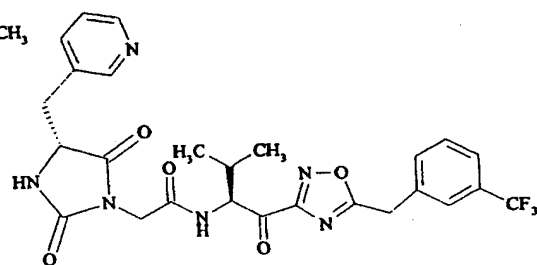
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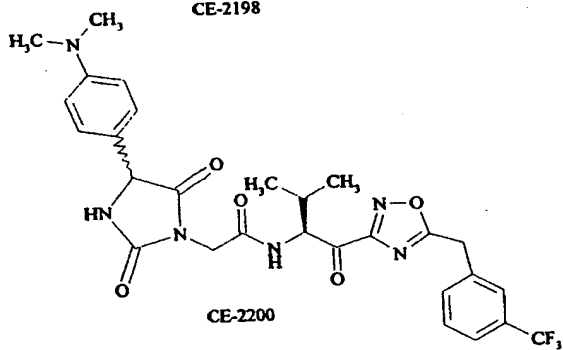
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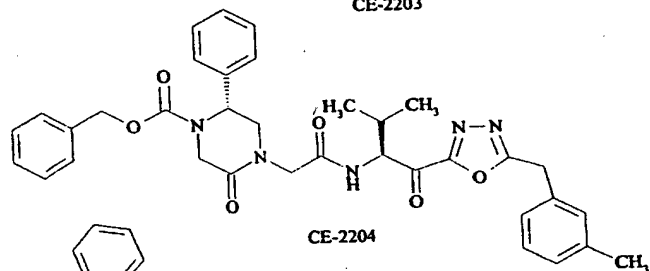
CE-2198



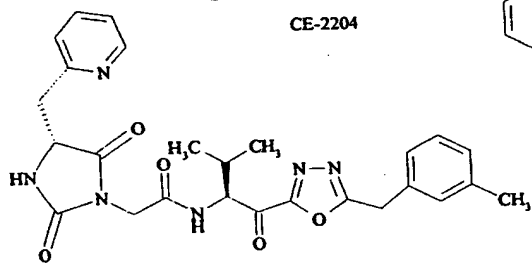
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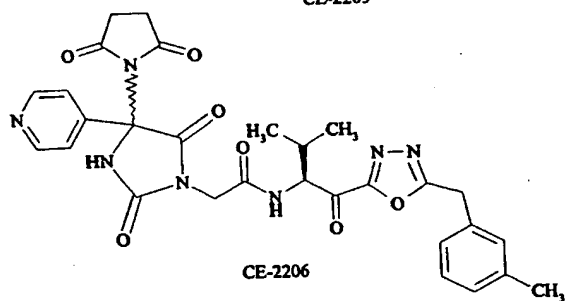
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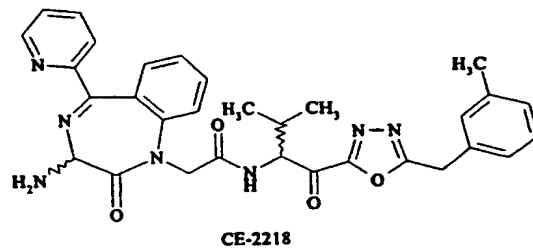
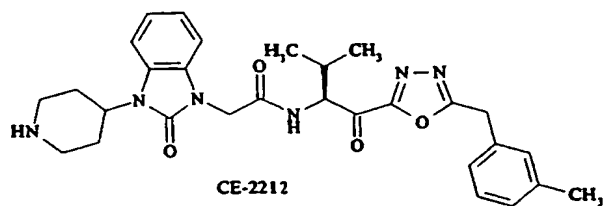
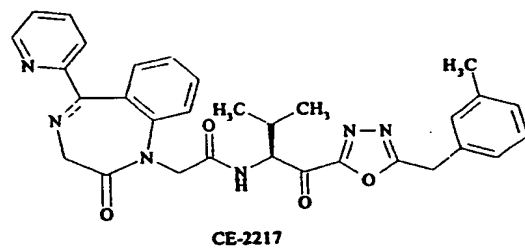
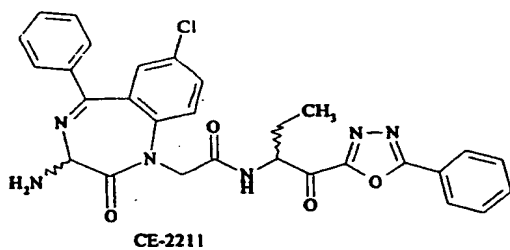
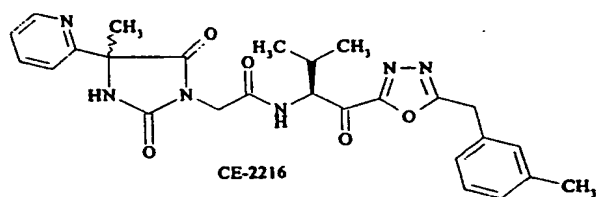
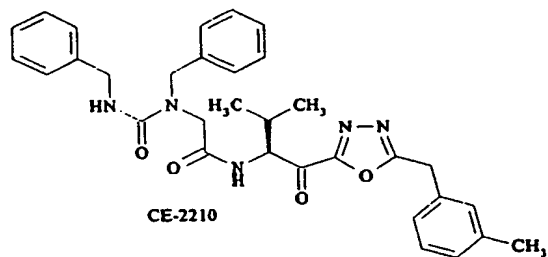
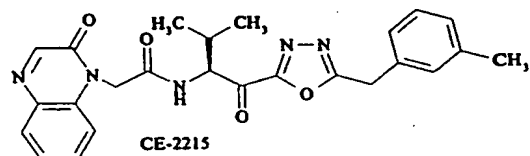
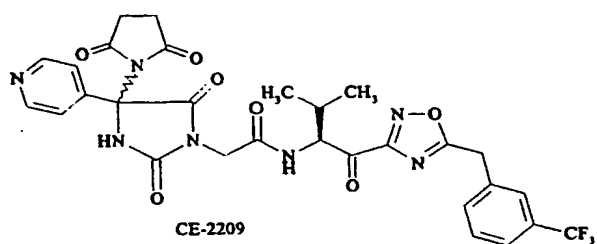
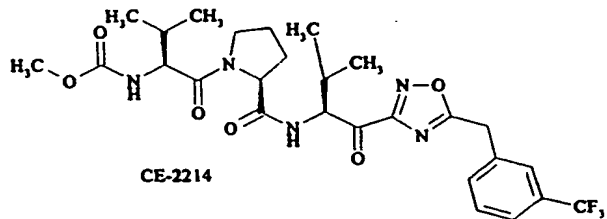
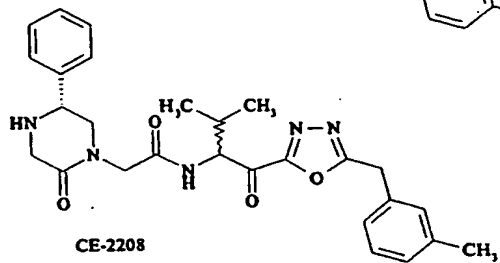
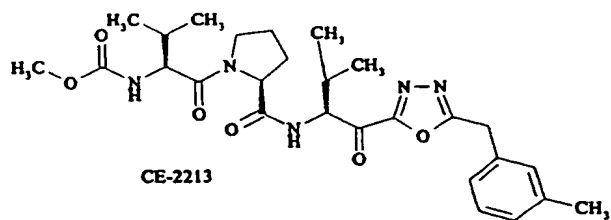
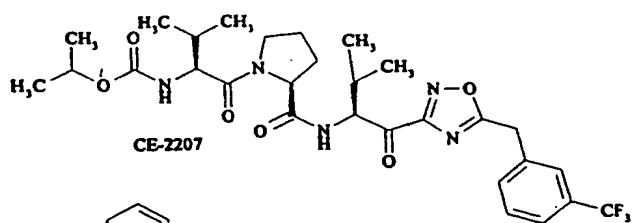
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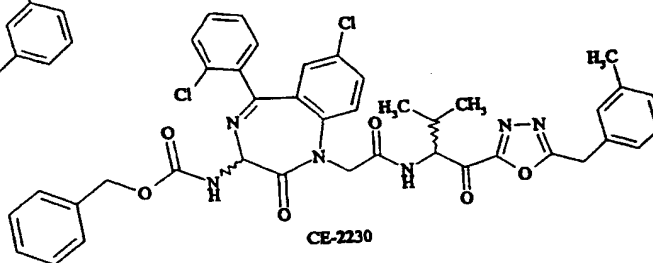
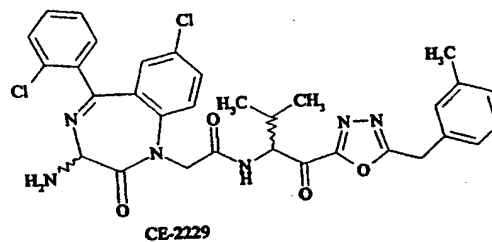
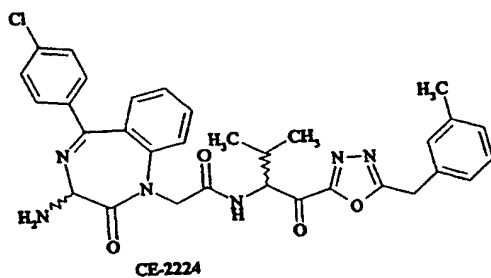
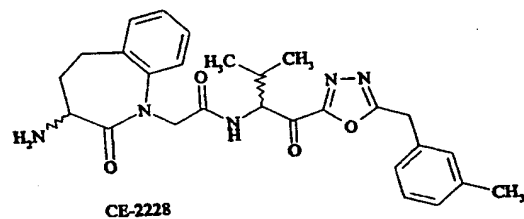
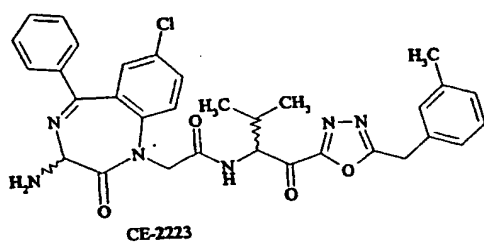
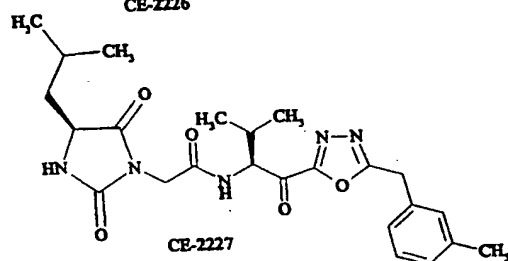
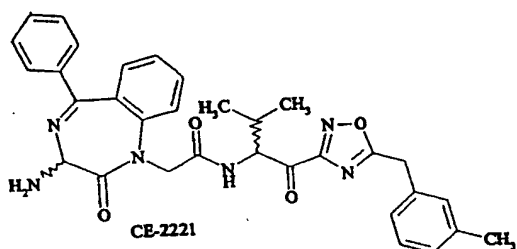
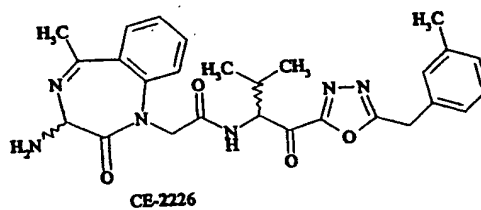
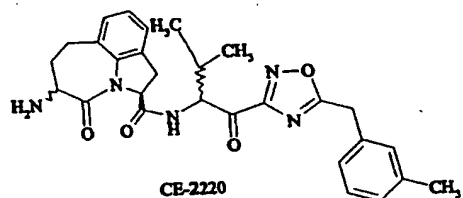
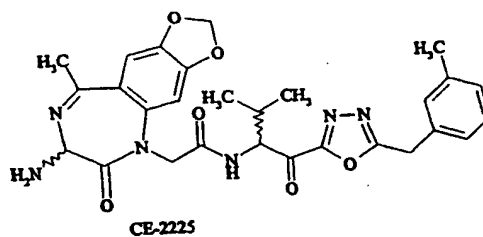
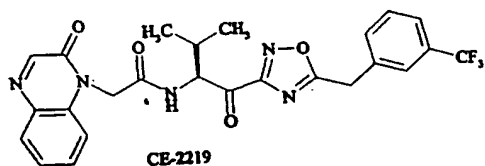


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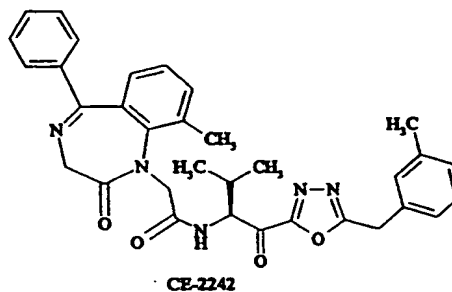
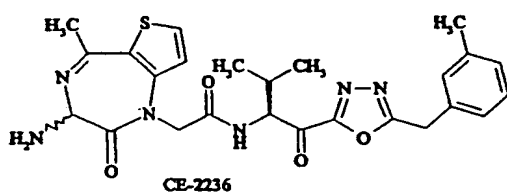
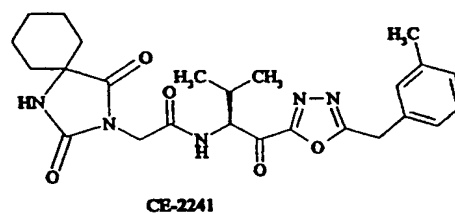
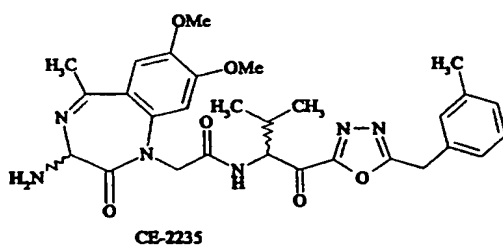
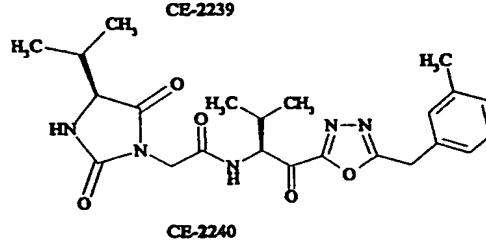
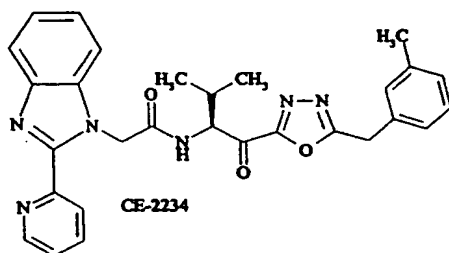
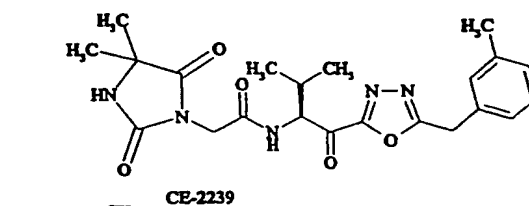
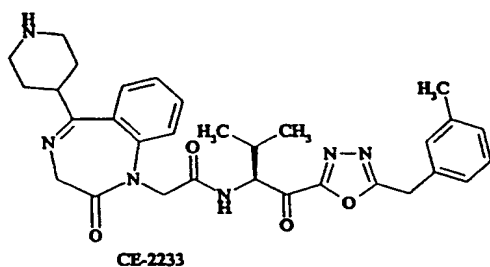
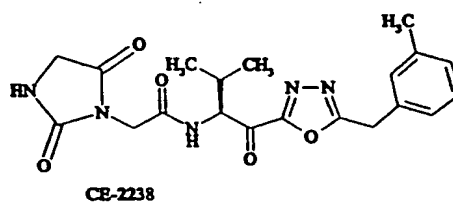
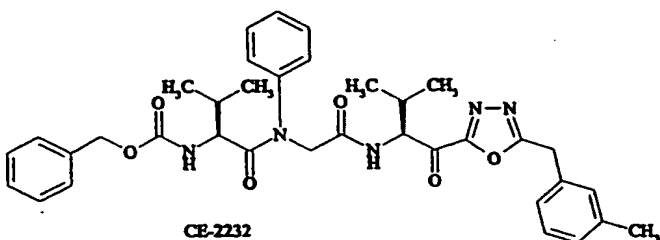
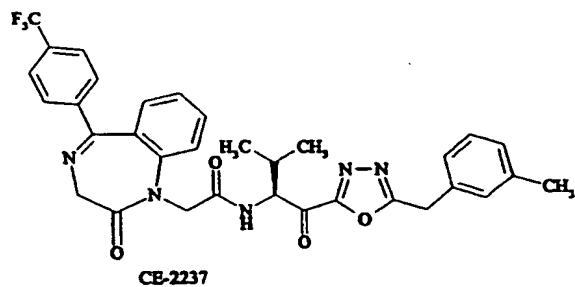
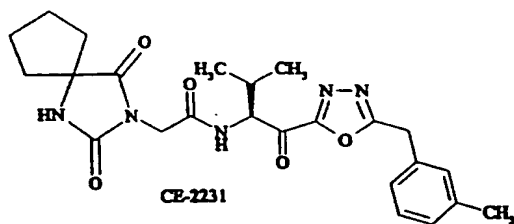


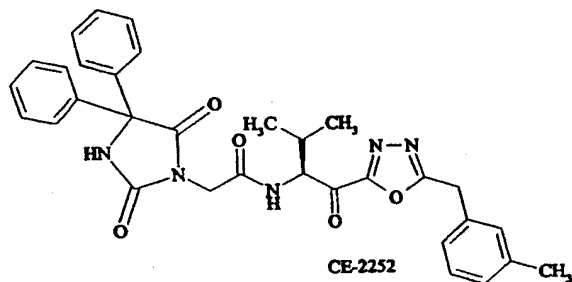
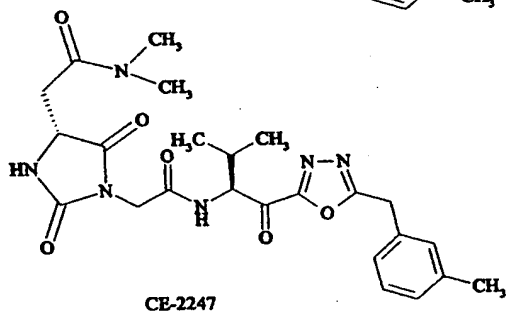
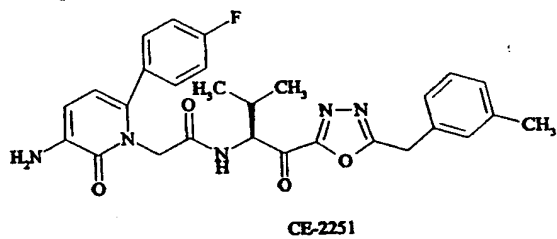
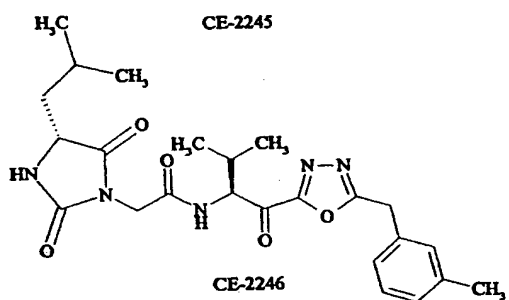
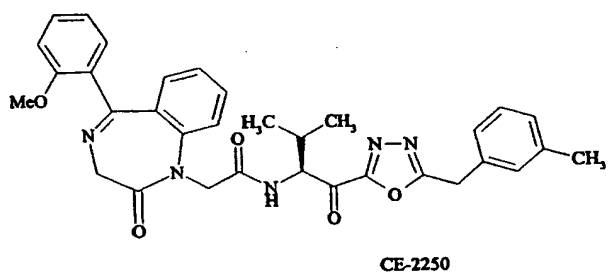
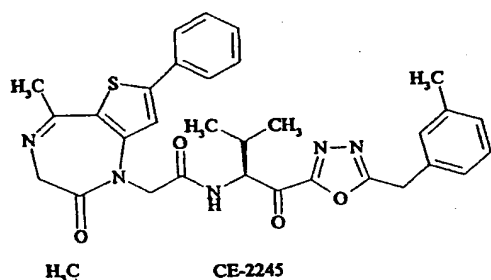
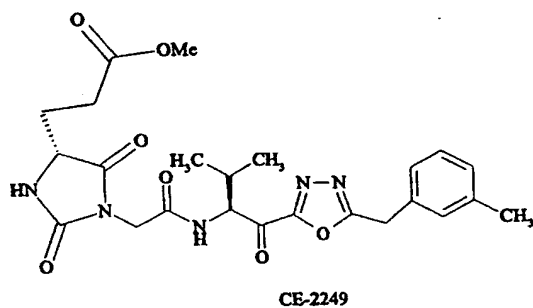
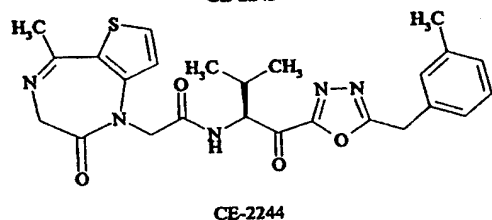
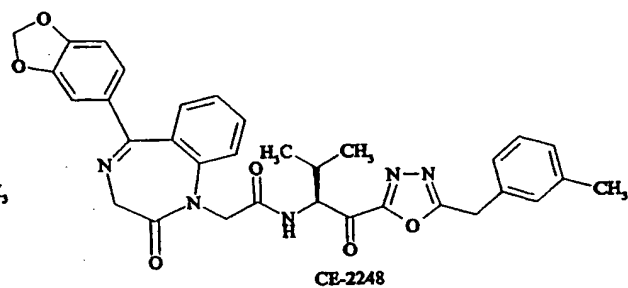
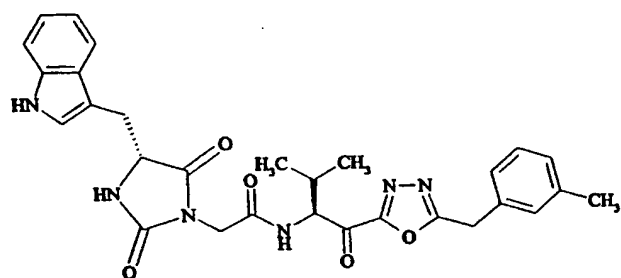
CE-2206

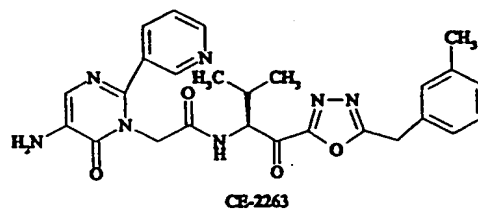
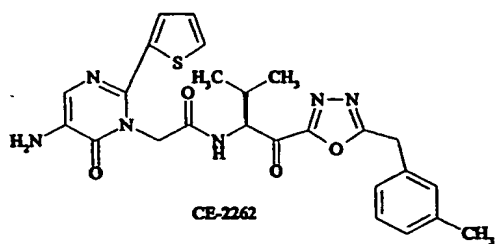
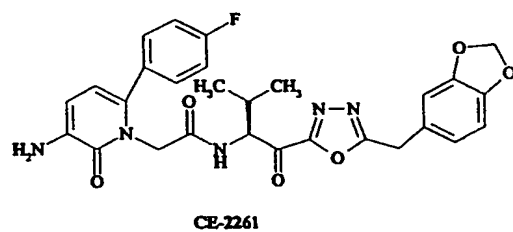
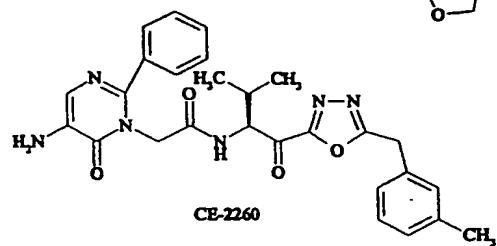
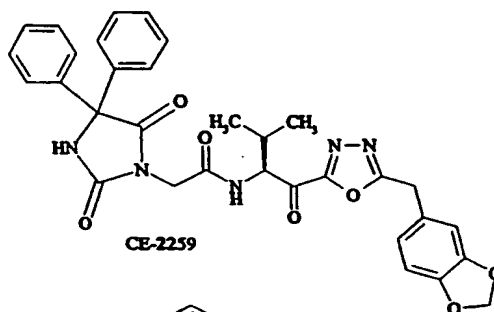
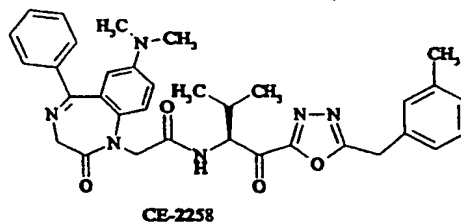
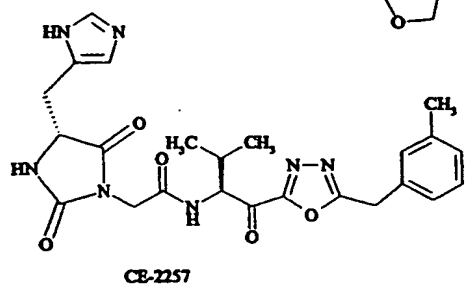
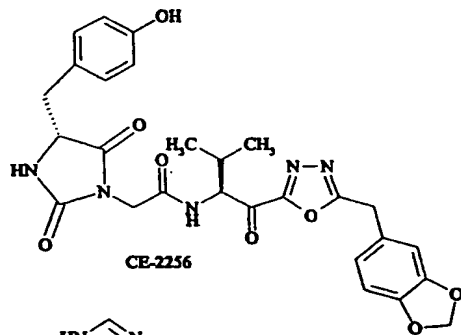
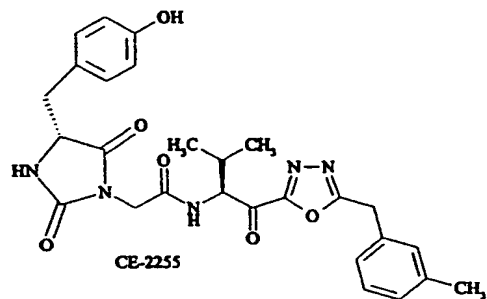
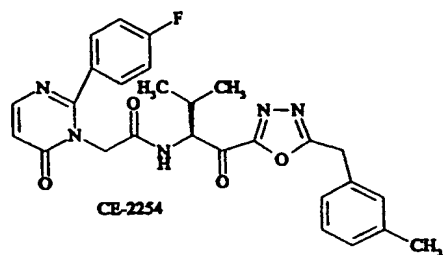
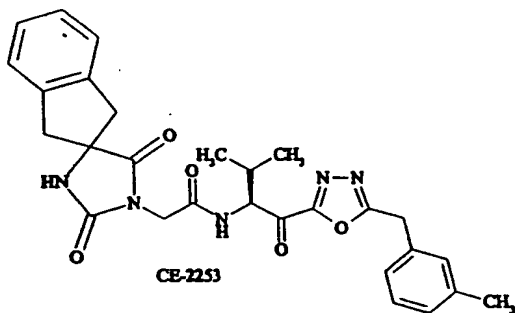


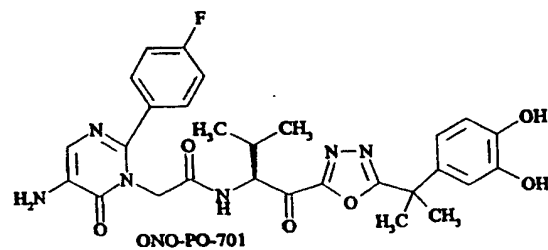
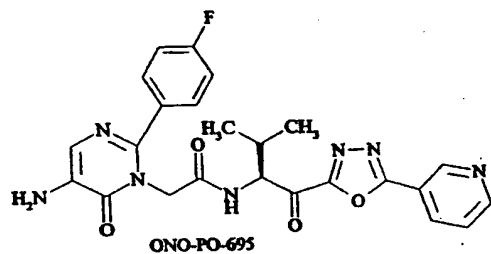


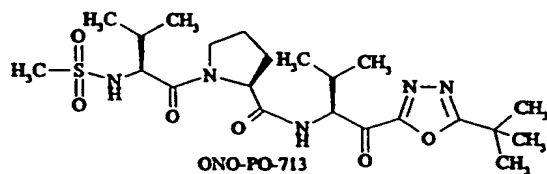
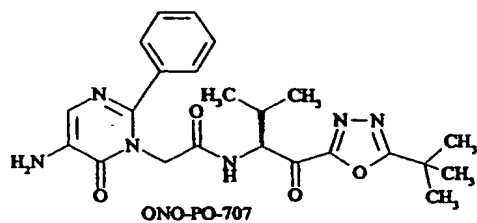
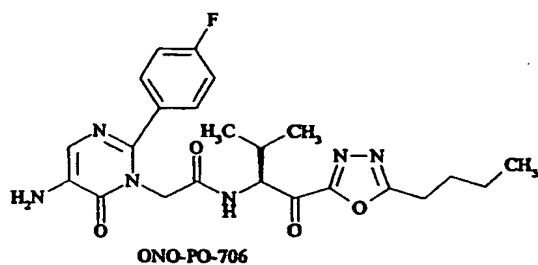
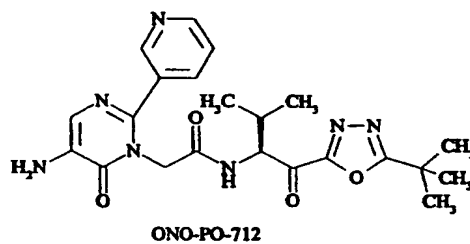
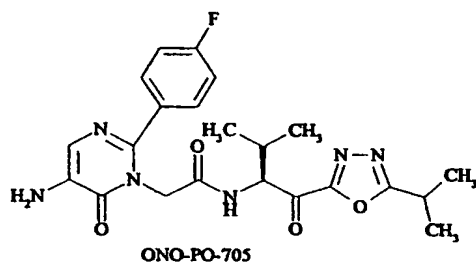
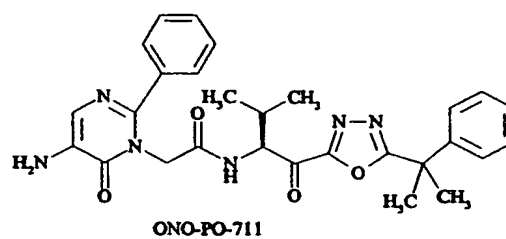
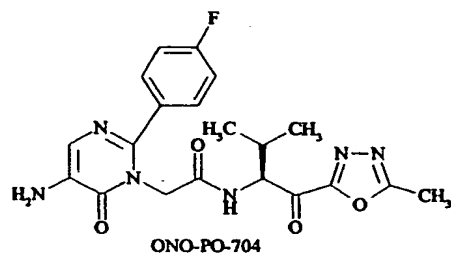
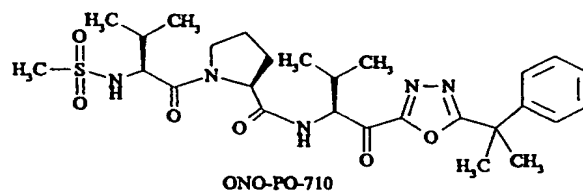
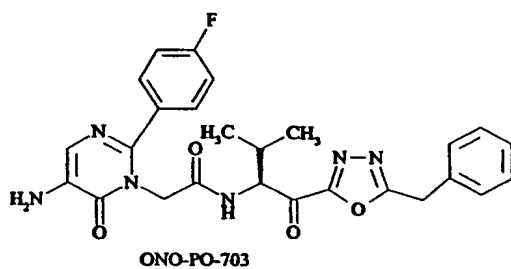
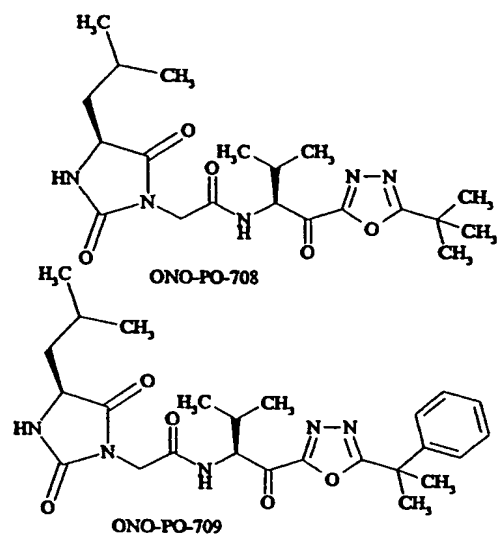
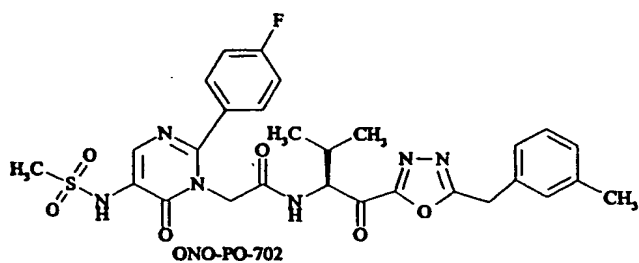


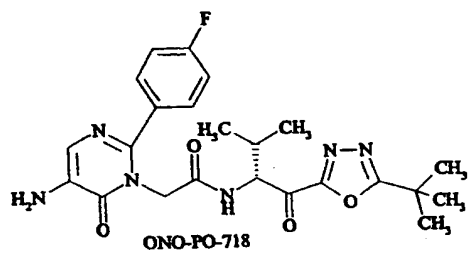
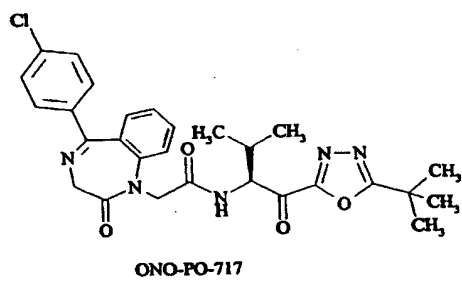
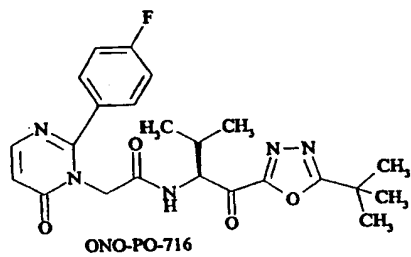
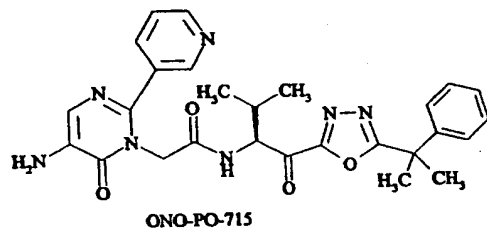
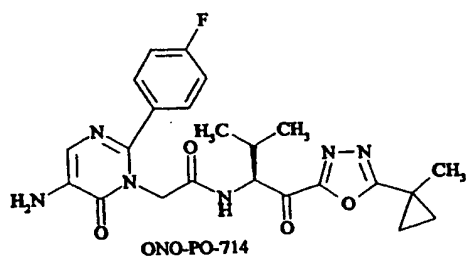


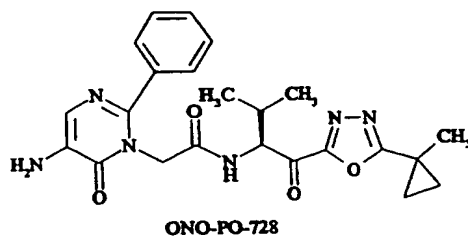
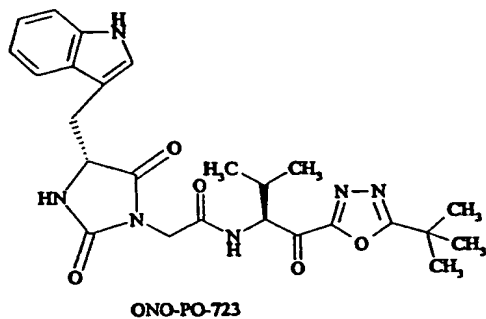
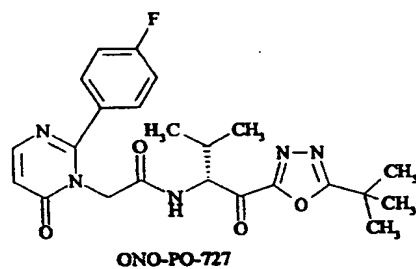
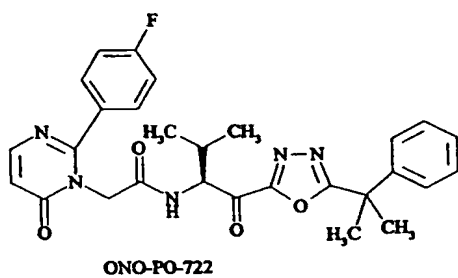
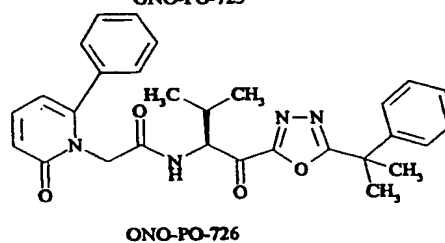
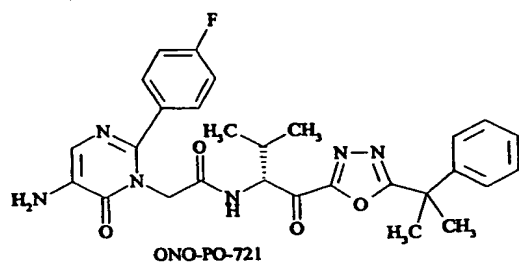
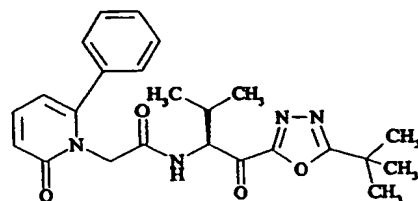
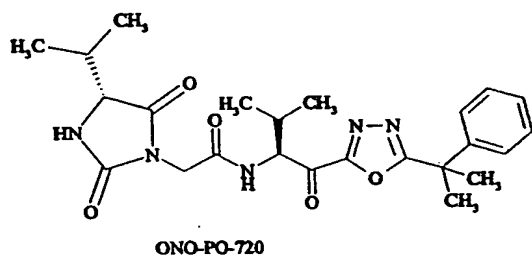
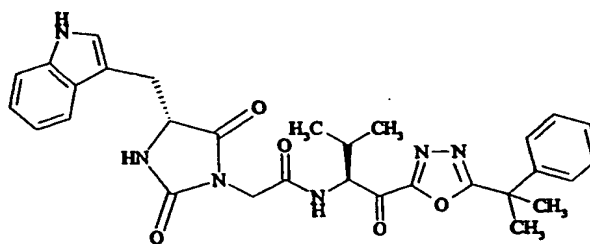
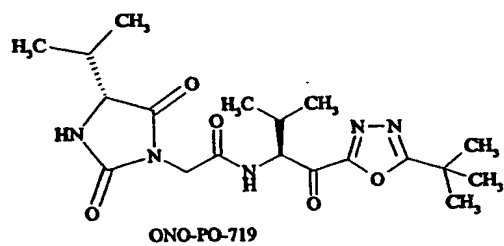


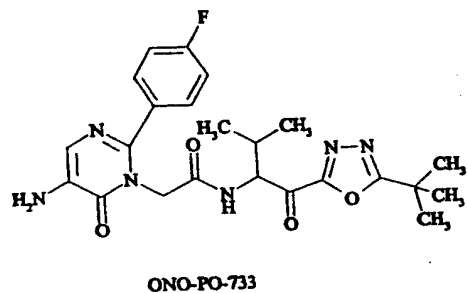
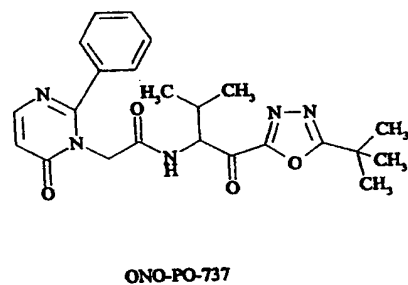
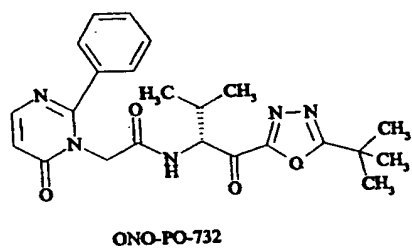
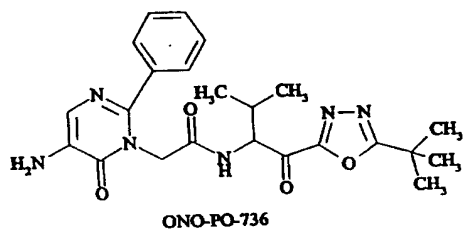
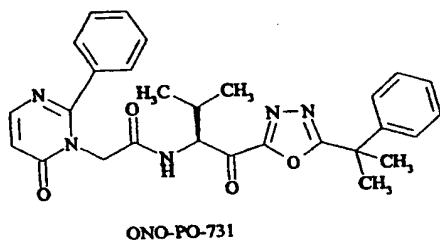
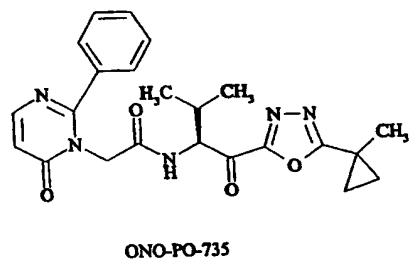
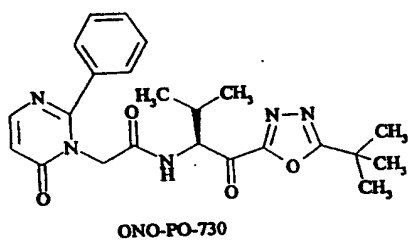
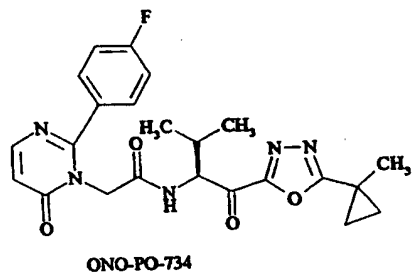
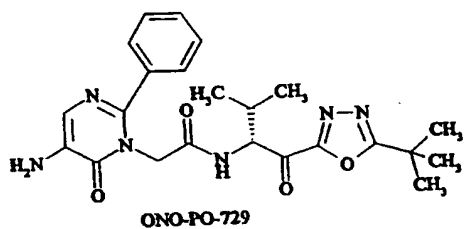














The nomenclature for the above embodiments is as follows (although the majority of the embodiments disclosed indicate the stereochemistry of the 2-methylpropyl group having the (S)-configuration, it will be understood that both the (R)-configuration and the racemic (R,S) are within the scope of the invention):

- 5 **CE-2157** 2-Oxo-5-(phenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2158** 3-(S)-[(Benzyloxycarbonyl)amino-(5,6 phenyl- $\epsilon$ -lactam)-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2159** 2-(R,S)-[(Methylene-4-pyridyl) piperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **CE-2160** 3-(R,S)-[(Benzyloxycarbonyl)amino- $\delta$ -lactam]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2161** (Pyridyl-3-carbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- 15 **CE-2162** 4-[1-(2-N-Morpholino)ethyl-3-(R)-benzyl piperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2163** Methylsulfonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- CE-2164** (Pyrrole-2-carbonyl)-N-(benzyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide
- 20 **CE-2165** N-Acetyl-2-(L)-(2,3-dihydro-1H-indole)-N[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide
- CE-2166** 1-Phenyl-1,2,4-triazolidine-3,5-dione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 **CE-2168** Phenylsulfonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- CE-2170** 1-[2-(5-[3-Methylbenzyl]-1,3,4-oxadiazolyl)-2-(S)-[(benzyloxycarbonyl)amino]-3-methylbutan-1-one
- CE-2171** (3-Pyridylcarbonyl)-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- 30 **CE-2172** Methylsulfonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- CE-2173** 1-(3-Morpholinoethyl)-5-(R)-benzyl-2,4-imidazolidinedione-N-[1-(2-

- [5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide  
**CE-2174** 4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
**CE-2176** 1-Benzyl-1,2,4-triazolidine-3,5-dione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
5 **CE-2177** (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide  
**CE-2178** (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,4-methylenedioxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide  
10 **CE-2179** 5-(R,S)-Phenyl-1-methyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
**CE-2180** 1-(N-Morpholinoethyl)-5-(R)-benzyl-2,4-imidazolidinedione-N-[1-(3-[5-(3 trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide  
15 **CE-2181** 1-(N-Morpholinoethyl)-5-(S)-benzyl-2,4-imidazolidinedione-N-[1-(3-[5-(3 trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide  
**CE-2182** 5-(R,S)-Phenyl-1-methyl-2,4-imidazolidinedione-N-[1-(3-[5-(3 trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
20 **CE-2183** Benzyloxycarbonyl-L-(1,2,3,4-tetrahydroisoquinoline)-3-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]amide  
**CE-2184** 1-(N-Morpholinoethyl)-5-(S)-benzyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide  
**CE-2185** 4-Pyridylmethylenoxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide  
25 **CE-2186** 4-Pyridylmethylenoxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide  
**CE-2187** 4-[1-(3,4-Ethylenedioxybenzyl)-3-(S)-benzyl-piperazine-2,5-dione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
30 **CE-2188** 1-Benzyl-4-(S)-benzyl-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

- CE-2189 1-Benzyl-2,4-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2190 [1-Benzylloxycarbonyl-5-(R)-benzylpiperazin-3-one]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 5 CE-2191 1-Benzyl-4-(S)-benzyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2192 1-(N-Morpholinoethyl)-5-(R,S)-phenyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2193 1-(N-Morpholinoethyl)-5-(R,S)-phenyl-2,4-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 10 CE-2194 [4-(R,S)-(4-Dimethylaminophenyl)]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2195 (Pyrrole-2-carbonyl)-N-(1-(R,S)-indanyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide
- 15 CE-2196 (6-(R)-Benzylpiperazin-2-one)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2197 4-[1-(3,4-Methylenedioxybenzyl)-3-(R)-benzylpiperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 CE-2198 4-(R,S)-Phenyl-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2200 [4-(R,S)-(4-Dimethylaminophenyl)]-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 CE-2202 Isopropylloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- CE-2203 [4-(R)-(3-pyridylmethylene)]-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 CE-2204 1-Benzylloxycarbonyl-(2-(R)-phenylpiperazin-5-one)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2205 [4-(R)-(3-pyridylmethyl)]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

- CE-2206** [4-(R,S)-(4-pyridyl)-4-(R,S)-N-succinimidyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2207** Isopropylloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- 5 **CE-2208** (2-(R)-Phenylpiperazin-5-one)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2209** [4-(R,S)-(4-pyridyl)-4-(R,S)-N-succinimidyl]-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **CE-2210** (N-Benzylcarbonyl)-N-(benzyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide
- CE-2211** (R,S)-3-Amino-2-oxo-5-phenyl-1,4-(6'-2'-chlorobenzodiazepine)-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-propyl]acetamide
- 15 **CE-2212** 3-[1-(4-Piperidine)]-benzimidazolidin-2-one-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2213** Methyloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- CE-2214** Methyloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- 20 **CE-2215** 1,4-Quinazolin-2-one-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2216** [4-(R,S)-(2-Pyridyl)-4-(R,S)-methyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 **CE-2217** 2-Oxo-5-(2-pyridyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2218** (R,S)-3-Amino-2-oxo-5-(2-pyridyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylpropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2219** 1,4-Quinazolin-2-one-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **CE-2220** (2S,5S)-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3.2.1]-indole-4-one-carbonyl-N-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]amide

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- CE-2221** (R,S)-3-Amino-2-oxo-5-phenyl-1,4-benzodiazepine-N-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2223** (R,S)-3-Amino-2-oxo-5-phenyl-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 5 **CE-2224** (R,S)-3-Amino-2-oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2225** (R,S)-3-Amino-2-oxo-5-methyl-1,4-(2',3'-methylenedioxy)benzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 10 **CE-2226** (R,S)-3-Amino-2-oxo-5-methyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2227** 4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2228** 3-(R,S)-Amino-quinolin-2-one-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 15 **CE-2229** (R,S)-3-Amino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2230** (R,S)-3-Benzoyloxycarbonylamino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 20 **CE-2231** 4-Spirocyclopentane-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2232** Benzoyloxycarbonyl-L-valyl-N-(phenyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide
- 25 **CE-2233** 2-Oxo-5-(4-piperidiny)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2234** 2-(2-Pyridyl)-benzimidazole-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **CE-2235** (R,S)-3-Amino-2-oxo-5-methyl-1,4-(2',3'-dimethoxybenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- CE-2236** (R,S)-3-Amino-2-oxo-5-methyl-1,4-(1-thiophenodiazepine)-N-[1-(2-

- [5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2237** 2-Oxo-5-(4-trifluoromethylphenyl)-1,4 benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2238** 2,5-Imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 5 **CE-2239** 4,4-Dimethyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2240** 4-(S)-(2-Isopropyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **CE-2241** 4-Spirocyclohexane-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2242** 2-Oxo-5-phenyl-1,4-(4'-methylbenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2243** 4-(R)-(3-Indolyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 15 **CE-2244** 2-Oxo-5-methyl-1,4-(1-thiophenodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2245** 2-Oxo-5-methyl-1,4-(2-phenyl-1-thiophenodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 **CE-2246** 4-(R)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2247** 4-(R)-(2-N,N-Dimethylcarboxamido)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2248** 2-Oxo-5-(3,4-methylendioxyphenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 **CE-2249** 4-(R)-(3-Carbomethoxy)propyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2250** 2-Oxo-5-(2-methoxyphenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **CE-2251** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2252** 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

- CE-2253 4-Spiro-(2-indanyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2254 2-[(4-Fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 5 CE-2255 4-(R)-(4-Hydroxybenzyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2256 4-(R)-(4-Hydroxybenzyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2257 4-(R)-(2-Imidazolyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 CE-2258 2-Oxo-5-phenyl-1,4-(2'-dimethylaminobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2259 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 15 CE-2260 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2261 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 CE-2262 2-[5-Amino-6-oxo-2-thiophenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- CE-2263 2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-690 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 ONO-PO-691 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 ONO-PO-692 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-693 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-

- pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- ONO-PO-694** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 5 **ONO-PO-695** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-pyridyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-696** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **ONO-PO-697** 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 15 **ONO-PO-698** 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-699** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(4-methoxyphenyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 **ONO-PO-700** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-701** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-dihydroxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 **ONO-PO-702** 2-[5-(Methylsulfonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **ONO-PO-703** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-benzyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-704** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-



- pyrimidinyl]-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-705** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-isopropyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 5 **ONO-PO-706** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-707** 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **ONO-PO-708** 4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-709** 4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 15 **ONO-PO-710** Methylsulfonyl-L-valyl-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- ONO-PO-711** 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 **ONO-PO-712** 2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-713** Methylsulfonyl-L-valyl-N-[1-(2-[5-(*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide
- ONO-PO-714** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 25 **ONO-PO-715** 2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **ONO-PO-716** 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

- ONO-PO-717** 2-Oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-718** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- 5 **ONO-PO-719** 4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-720** 4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 10 **ONO-PO-721** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- ONO-PO-722** 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 15 **ONO-PO-723** 4-(R)-(3-Indolyl)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-724** 4-(R)-(3-Indolyl)-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-725** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 20 **ONO-PO-726** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-727** 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- 25 **ONO-PO-728** 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-729** 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- ONO-PO-730** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- 30 **ONO-PO-731** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide
- ONO-PO-732** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-

- butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide  
**ONO-PO-733** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 5 **ONO-PO-734** 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
**ONO-PO-735** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide  
**ONO-PO-736** 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide
- 10 **ONO-PO-737** 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide

The compounds of the present invention are not limited to use for inhibition of human elastase. Elastase is a member of the class of enzymes known as serine proteases. This class also includes, for example, the enzymes chymotrypsin, cathepsin G, trypsin and thrombin. These proteases have in common a catalytic triad consisting of Serine-195, Histidine-57 and Aspartic acid-102 (chymotrypsin numbering system). The precise hydrogen bond network that exists between these amino acid residues allows the Serine-195 hydroxyl to form a tetrahedral intermediate with the carbonyl of an amide substrate. The decomposition of this intermediate results in the release of a free amine and the acylated enzyme. In a subsequent step, this newly formed ester is hydrolyzed to give the native enzyme and the carboxylic acid. It is this carboxyl component that helps characterize the specificity for the enzyme. In the example in which the carboxyl component is a peptide, the alpha-substituent of the amino acid is predominately responsible for the specificity toward the enzyme. Utilizing the well accepted subset nomenclature by Schechter and Berger (*Biochem. Biophys. Res. Commun.*, 27:157 (1967) and *Biochem. Biophys. Res. Commun.*, 32:898 (1968)), the amino acid residues in the substrate that undergo the cleavage are defined as  $P_1 \dots P_n$  toward the N-terminus and  $P_1' \dots P_n'$  toward the C-terminus. Therefore, the scissile bond is between the  $P_1$  and the  $P_1'$  residue of the peptide subunits. A similar nomenclature is utilized for the amino acid residues of the

enzyme that make up the binding pockets accommodating the subunits of the substrate. The difference is that the binding pocket for the enzyme is designated by  $S_1...S_n$  instead of  $P_1...P_n$  as for the substrate.

The characteristics for the  $P_1$  residue defining serine proteinase specificity is well established. The proteinases may be segregated into three subclasses: elastases, chymases and tryptases based on these differences in the  $P_1$  residues. The elastases prefer small aliphatic moieties such as valine whereas the chymases and tryptases prefer large aromatic hydrophobic and positively charged residues respectively.

One additional proteinase that does not fall into one of these categories is propyl endopeptidase. The  $P_1$  residue defining the specificity is a proline. This enzyme has been implicated in the progression of memory loss in Alzheimer's patients. Inhibitors consisting of  $\alpha$ -keto heterocycles have recently been shown to inhibit propyl endopeptidase; Tsutsumi et al., *J. Med. Chem.*, 37: 3492-3502 (1994). By way of extension,  $\alpha$ -keto heterocycles as defined herein allow for an increased binding in  $P'$  region of the enzyme.

Table 1.  $P_1$  Characteristics for Proteinase Specificity

| Proteinase Class | Representative Enzyme  | $P_1$ Characteristic                      |
|------------------|--|---|
| Elastases        | Human Neutrophil Elastase  | small aliphatic residues                  |
| Chymases         | alpha-Chymotrypsin,<br>Cathepsin G   | aromatic or large<br>hydrophobic residues |
| Tryptases        | Thrombin, Trypsin,<br>Urokinase, Plasma Kallikrein,<br>Plasminogen Activator,<br>Plasmin | positively charged residues               |
| Other            | Prolyl Endopeptidase   | proline                                   |

Since the  $P_1$  residue predominately defines the specificity of the substrate, the present invention relates to  $P_1$ - $P_n$  modifications, specifically, certain alpha-substituted keto-heterocycles composed of 1,3,4 oxadiazoles, 1,2,4-oxadiazoles, 1,3,4-thiadiazoles, 1,2,4-thiadiazoles, 1-substituted, and 4-substituted 1,2,4-triazoles. By altering the alpha-substituent and the substituent on the heterocycle, the specificity of these compounds can be directed toward the desired proteinase (e.g., small aliphatic groups for elastase).

The efficacy of the compounds for the treatment of various diseases can be determined by scientific methods which are known in the art. The following are noted as examples for HNE mediated conditions:

- for acute respiratory distress syndrome, the method according to human neutrophil elastase (HNE) model (*AARD*, 141:227-677 (1990)); the endotoxin induced acute lung injury model in minipigs (*AARD*, 142:782-788 (1990)); or the method according to human polymorphonuclear elastase-induced lung hemorrhage model in hamsters (European Patent Publication No. 0769498) may be used;
- in ischemia/reperfusion, the method according to the canine model of reperfusion injury (*J. Clin. Invest.*, 81: 624-629 (1988)) may be used.

The compounds of the present invention, salts thereof, and their intermediates can be prepared or manufactured as described herein or by various processes known to be present in the chemical art (see also, WO 96/16080). For example, compounds of Group I may be synthesized according to the schemes set forth in Figures 1-2 (1,3,4 oxadiazoles) and Figures 3-4 (1,2,4 oxadiazoles). Figures 5-7 describe the synthesis of compounds of Group II. Figures 8-9 describe the synthesis of compounds of Group III; Figure 10 describes synthesis of Group IV compounds. The several classes of Group V compounds are described in Figures 11-22.

Alternatively, the compounds of the present invention may be prepared as described in Figure 39. The 2-substituted 1,3,4-oxadiazole (3) may be prepared via formation of the acid chloride from an acid (1) utilizing, for example, thionyl chloride or oxalyl chloride, followed by treatment with hydrazine in a suitable solvent to yield the hydrazide (2). Reaction of (2) with triethyl orthoformate or trimethyl orthoformate and TsOH gives the requisite 2-substituted 1,3,4-oxadiazole (3).

Formation of the compound (3') utilizing standard conditions (ie. butyllithium at low temperature in a polar aprotic solvent, and further, if desired, reacting with  $\text{MgBr} \cdot \text{OEt}_2$ ) followed by addition of the aldehyde (4) yields the alcohol (5).

Deprotection of the protected amine of (5) using hydrochloric acid in dioxane gives the amino hydrochloride (6) which is then coupled to the acid (7) by methods available to one skilled in the art to give intermediate (8). Oxidation using Dess-Martin's Periodinane or other methods as described in *Oxidation in Organic Chemistry* by Milos Hudlicky, ACS Monograph 186 (1990) yields the ketone (9).

The final step requires removal of the protecting group from the amine. This

may be carried out by a number of methods. For example, one may utilize aluminum chloride, anisole and nitromethane in a suitable solvent such as dichloromethane to give the final compound (10). Compound (10) can then be treated with an electrophile (e.g., methanesulfonyl chloride) with added base to give (14).

- 5           The aldehyde (4) may be prepared via either of three methods described. The Weinreb amide (12) is prepared from the amino acid (11) which is subsequently reduced to the aldehyde using diisobutylaluminum hydride (DIBAL). Alternatively, one may generate the ester of the amino acid (13) followed by reduction with DIBAL to afford the aldehyde (4). Further, one may generate the alcohol (13-1) followed by  
10       oxidation with  $\text{SO}_3$ -Py in DMSO.

The activity of the compounds is presented in Figures 23-38 as  $K_i$  values (nM).  $K_i$  values were determined, unless otherwise indicated, essentially as described in WO 96/16080, incorporated herein by reference.

- Although the compounds described herein and/or their salts may be  
15       administered as the pure chemicals, it is preferable to present the active ingredient as a pharmaceutical composition. The invention thus further provides the use of a pharmaceutical composition comprising one or more compounds and/or a pharmaceutically acceptable salt thereof, together with one or more pharmaceutically acceptable carriers thereof and, optionally, other therapeutic and/or prophylactic  
20       ingredients. The carrier(s) must be 'acceptable' in the sense of being compatible with the other ingredients of the composition and not deleterious to the recipient thereof.

- Pharmaceutical compositions include those suitable for oral or parenteral (including intramuscular, subcutaneous and intravenous) administration. The compositions may, where appropriate, be conveniently presented in discrete unit  
25       dosage forms and may be prepared by any of the methods well known in the art of pharmacy. Such methods include the step of bringing into association the active compound with liquid carriers, solid matrices, semi-solid carriers, finely divided solid carriers or combination thereof, and then, if necessary, shaping the product into the desired delivery system.

- 30       Pharmaceutical compositions suitable for oral administration may be presented as discrete unit dosage forms such as hard or soft gelatin capsules, cachets or tablets each containing a predetermined amount of the active ingredient; as a powder or as granules; as a solution, a suspension or as an emulsion. The active ingredient may

also be presented as a bolus, electuary or paste. Tablets and capsules for oral administration may contain conventional excipients such as binding agents, fillers, lubricants, disintegrants, or wetting agents. The tablets may be coated according to methods well known in the art., e.g., with enteric coatings.

5           Oral liquid preparations may be in the form of, for example, aqueous or oily suspension, solutions, emulsions, syrups or elixirs, or may be presented as a dry product for constitution with water or other suitable vehicle before use. Such liquid preparations may contain conventional additives such as suspending agents, emulsifying agents, non-aqueous vehicles (which may include edible oils), or  
10       preservative.

          The compounds may also be formulated for parenteral administration (e.g., by injection, for example, bolus injection or continuous infusion) and may be presented in unit dose form in ampules, pre-filled syringes, small bolus infusion containers or in multi-doses containers with an added preservative. The compositions may take such  
15       forms as suspensions, solutions, or emulsions in oily or aqueous vehicles, and may contain formulatory agents such as suspending, stabilizing and/or dispersing agents. Alternatively, the active ingredient may be in powder form, obtained by aseptic isolation of sterile solid or by lyophilization from solution, for constitution with a suitable vehicle, e.g., sterile, pyrogen-free water, before use.

20           For topical administration to the epidermis, the compounds may be formulated as ointments, creams or lotions, or as the active ingredient of a transdermal patch. Suitable transdermal delivery systems are disclosed, for example, in Fisher et al. (U.S. Patent (No. 4,788,603) or Bawas et al. (U.S. Patent No. 4,931,279, 4,668,504 and 4,713,224). Ointments and creams may, for example, be formulated with an aqueous  
25       or oily base with the addition of suitable thickening and/or gelling agents. Lotions may be formulated with an aqueous or oily base and will in general also contain one or more emulsifying agents, stabilizing agents, dispersing agents, suspending agents, thickening agents, or coloring agents. The active ingredient can also be delivered via iontophoresis, e.g., as disclosed in U.S. Patent Nos. 4,140,122, 4383,529, or  
30       4,051,842.

          Compositions suitable for topical administration in the mouth include unit dosage forms such as lozenges comprising active ingredient in a flavored base, usually sucrose and acacia or tragacanth; pastilles comprising the active ingredient in

an inert base such as gelatin and glycerin or sucrose and acacia; mucoadherent gels, and mouthwashes comprising the active ingredient in a suitable liquid carrier.

When desired, the above-described compositions can be adapted to provide sustained release of the active ingredient employed, e.g., by combination thereof with certain hydrophilic polymer matrices, e.g., comprising natural gels, synthetic polymer gels or mixtures thereof.

The pharmaceutical compositions according to the invention may also contain other adjuvants such as flavorings, coloring, antimicrobial agents, or preservatives.

It will be further appreciated that the amount of the compound, or an active salt or derivative thereof, required for use in treatment will vary not only with the particular salt selected but also with the route of administration, the nature of the condition being treated and the age and condition of the patient and will be ultimately at the discretion of the attendant physician or clinician.

In general, however, a suitable dose will be in the range of from about 0.5 to about 100 mg/kg/day, e.g., from about 1 to about 75 mg/kg of body weight per day, such as 3 to about 50 mg per kilogram body weight of the recipient per day, preferably in the range of 6 to 90 mg/kg/day, most preferably in the range of 15 to 60 mg/kg/day.

The compound is conveniently administered in unit dosage form; for example, containing 0.5 to 1000 mg, conveniently 5 to 750 mg, most conveniently, 10 to 500 mg of active ingredient per unit dosage form.

Ideally, the active ingredient should be administered to achieve peak plasma concentrations of the active compound of from about 0.5 to about 75  $\mu$ M, more preferably, about 1 to 50  $\mu$ M, most preferably, about 2 to about 30  $\mu$ M. This may be achieved, for example, by the intravenous injection of a 0.05 to 5% solution of the active ingredient, optionally in saline, or orally administered as a bolus containing about 0.5-500 mg of the active ingredient. Desirable blood levels may be maintained by continuous infusion to provide about 0.01-5.0 mg/kg/hr or by intermittent infusions containing about 0.4-15 mg/kg of the active ingredient(s).

The desired dose may conveniently be presented in a single dose or as divided doses administered at appropriate intervals, for example, as two, three, four or more sub-doses per day. The sub-dose itself may be further divided, e.g., into a number of



discrete loosely spaced administrations; such as multiple inhalations from an insufflator or by application of a plurality of drops into the eye.

While the invention has been described in connection with specific embodiments thereof, it will be understood that it is capable of further modifications and this application is intended to cover any variations, uses, or adaptations of the invention following, in general, the principles of the invention and including such departures from the present disclosure as come within known or customary practice within the art to which the invention pertains and as may be applied to the essential features hereinbefore set forth, and as follows in the scope of the appended claims.

10

The following examples are given to illustrate the invention and are not intended to be inclusive in any manner:

### Examples

15 The following abbreviations are used below: TFA - trifluoroacetic acid; HOBT - hydroxybenzotriazole; DIEA - diisopropylethylamine; NMM - 4-methylmorpholine; DMF - N,N-dimethylformamide; TEA - triethylamine; EDCI - 1-(3-dimethylaminopropyl-3-ethylcarbodiimide; BOPCl - bis(2-oxo-3-oxazolidinyl)phosphinic chloride; Fmoc - 9-fluorenyl methoxycarbonyl; BTB - bicyclic turned dipeptide (see, e.g., *Tetrahedron*, 49:3577-3592 (1993)); THF - tetrahydrofuran

**Example 1 - (CE-2072) (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide**

25 To a mixture containing 0.79 g (5.94 mmol) of *N*-chlorosuccinimide in 40 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.65 mL (8.85 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing (benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]-L-prolinamide (0.90 g, 1.49 mmol) in 17 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.0 mL (7.17 mmol) of triethylamine. The cold bath was

removed and the mixture allowed to warm to room temperature and maintained for 20 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and the solvent removed under reduced pressure. The residue was purified by column chromatography on silica gel with 70% ethyl acetate/hexane to give 0.90 g of material which was further purified via preparative HPLC to afford 665 mg (73.9%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 604, Found 604.

The intermediate (benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]-L-prolinamide was prepared as follows:

a. *3-(S)-Amino-2-(R,S)-hydroxy-4-methyl pentanoic acid.*

To a solution containing 3-(S)-[(benzyloxycarbonyl)amino]-2-acetoxy-4-methylpentanenitrile (see example 1 of WO 96/16080) (15.2 g, 50.0 mmol) in 183 mL of dioxane was added 183 mL of concentrated hydrochloric acid and 7.45 mL of anisole. The reaction mixture was heated to reflux overnight. The hydrolysis reaction was allowed to cool to room temperature and then concentrated *in vacuo*. The resulting aqueous solution was extracted with ether (2X). The aqueous phase was placed on a Dowex 50X8-100 column (H<sup>+</sup> form, preeluted with deionized water to pH=7). The column was eluted with 2.0 N ammonium hydroxide and the pure fractions concentrated to afford 5.53 g (75%) of 3-(S)-amino-2-(R,S)-hydroxy-4-methylpentanoic acid as a pale yellow solid. FAB MS [M+H] m/z; Calcd: 148, Found: 148.

b. *3-(S)-[(Benzyloxycarbonyl)amino]-2-(R,S)-hydroxy-4-methylpentanoic acid.*

To a solution under an atmosphere of nitrogen containing 1.0 g (6.8 mmol) of 3-(S)-amino-2-(R,S)-hydroxy-4-methylpentanoic acid in 9.5 mL of 1 N NaOH and 10 mL of dioxane was added 1.43 g (8.4 mmol) of benzyl chloroformate. The pH was maintained above pH 8 with 1 N NaOH as needed. The reaction mixture was allowed to stir at room temperature overnight. The reaction was diluted with water and washed with ether. The aqueous layer was acidified with 1 N HCl to pH =2 and extracted with ether (2X). The combined organic layers were dried over magnesium sulfate, filtered and evaporated *in vacuo* to afford 1.75 g (92%) of 3-(S)-

[(benzyloxycarbonyl)amino]-2-(*R,S*)-hydroxy-4-methylpentanoic acid as a light yellow viscous oil. FAB MS [M+H] m/z; Calcd: 282, Found: 282.

c. 3-(*S*)-[(Benzyloxycarbonyl)amino]-2-(*R,S*)-acetoxy-4-methylpentanoic acid.

5 To a solution of 3-(*S*)-[(benzyloxycarbonyl)amino]-2-(*R,S*)-hydroxy-4-methylpentanoic acid (1.70 g, 6.04 mmol) and pyridine (4.9 mL) was added acetic anhydride (5.7 mL, 6.17 g, 60.4 mmol) dropwise at room temperature. The reaction was allowed to stir overnight and was diluted with ethyl acetate and washed with water (2X). The organic layer was dried over magnesium sulfate, filtered and  
10 evaporated *in vacuo* to give a thick oil. The residue was purified by column chromatography on silica gel with 15% methanol/dichloromethane to afford 1.56 g (80%) of 3-(*S*)-[(benzyloxycarbonyl)amino]-2-(*R,S*)-acetoxy-4-methyl pentanoic acid as a light yellow viscous oil. FAB MS [M+H] m/z; Calcd: 324, Found: 324.

d. 1-[(3-Methylphenylacetyl)-2-(2-(*R,S*)-acetoxy)-3-(*S*)-  
15 [(benzyloxycarbonyl)amino]-4-methylpentanoyl] hydrazine.

To a solution containing 3-(*S*)-[(benzyloxycarbonyl)amino]-2-(*R,S*)-acetoxy-4-methylpentanoic acid (2.3 g, 7.11 mmol) in 40 mL of DMF under a nitrogen atmosphere at 0°C was added 1.31 g (9.69 mmol) of HOBT and 1.36 g (7.09 mmol) of EDCI. After stirring for 30 minutes, 1.20 g (7.31 mmol) of 3-methylphenyl acetic  
20 hydrazide (prepared analogously to the monoacid hydrazides cited by Rabins et. al. (*J. Org. Chem.*, 30:2486 (1965)) and 1.0 mL (9.10 mmol) of NMM were added. The reaction was allowed to warm to room temperature and stir overnight. The reaction was diluted with ethyl acetate and washed with 5% potassium hydrogen sulfate, saturated sodium bicarbonate, brine and water. The organic phase was dried over  
25 magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with 10% methanol/dichloromethane to afford 2.31 g (89.0%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 470, Found: 470.

e. 1-[2-(5-[3-Methylbenzyl])-1,3,4-oxadiazolyl]-1-acetoxy-2-(*S*)-  
30 [(benzyloxycarbonyl)amino]amino]-3-methylbutane.

A solution containing 2.31 g (4.92 mmol) of 1-[(3-methylphenylacetyl)-2-(*R,S*)-acetoxy)-3-(*S*)-[(benzyloxycarbonyl)amino]-4-methyl pentanoyl]hydrazine in 25

mL of pyridine and 1.88 g (9.86 mmol) of toluene sulfonyl chloride was heated at reflux under a nitrogen atmosphere for 72 hours. The solvent was removed under reduced pressure and the residue dissolved in ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with 5% ethyl acetate/hexane to afford 1.41 g (63.5%) of the title compound. FAB MS [M+H] m/z; Calcd: 452, Found: 452.

f. *1-[2-(5-[3-Methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-[(benzyloxycarbonyl)amino]-3-methylbutan-1-ol.*

10 A solution containing 1.80 g (3.99 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-1-acetoxy-2-(S)-[(benzyloxycarbonyl)amino]-3-methylbutane and 0.72 g (5.21 mmol) of potassium carbonate in 30 mL of methanol and 8 mL of water was allowed to stir at room temperature for 30 minutes. The solvent was removed under reduced pressure and the residue dissolved in ethyl acetate and washed with water.

15 The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with 50% ethyl acetate/hexane to afford 1.46 g (89.3%) of the title compound. FAB MS [M+H] m/z; Calcd: 410, Found: 410.

g. *1-[2-(5-[3-Methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-Amino-3-methylbutan-1-ol hydrochloride.*

20 To a solution containing 1.31 g (3.20 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-[(benzyloxycarbonyl)amino]-3-methylbutan-1-ol in 25 mL of trifluoroacetic acid under a nitrogen atmosphere at 0°C was added 0.43 mL (3.94 mmol) of thioanisole. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure and the residue dissolved in ether and cooled to -78°C under a nitrogen atmosphere. To this solution was added 3 mL (3 mmol) of 1 N hydrochloric acid in ether. The resulting white solid was allowed to settle and the ether decanted. Additional ether was added and decanted (3X). The solid was dried under vacuum to afford 0.92 g (92.2%) of the title compound. FAB MS [M+H] m/z; Calcd: 276, Found: 276.

h. *(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]-L-prolinamide.*

To a solution containing 1.30 g (3.38 mmol) of Cbz-Val-Pro-OH in 25 mL of anhydrous dichloromethane under a nitrogen atmosphere at 0°C was added 0.90 g (3.54 mmol) of BOPC1 and 0.60 g (3.44 mmol) of DIEA. After stirring for 30 minutes, 0.90 g (2.89 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methyl butan-1-ol hydrochloride in 15 mL of dichloromethane and 0.6 mL (3.94 mmol) of DIEA was added. The reaction was allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with a saturated sodium bicarbonate solution. The organic phase was dried over magnesium sulfate, filtered and evaporated. The residue was purified by column chromatography on silica gel with 5% methanol/dichloromethane to afford 1.0 g (57.3%) of the title compound as a tan solid. FAB MS [M+H] m/z; Calcd: 606, Found: 606.

**Example 2** - (CE-2074)(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(methyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1. FAB MS [M+H] m/z; Calcd: 514, Found: 514.

**Example 3** - (CE-2075)(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-trifluoromethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1. FAB MS [M+H] m/z; Calcd: 658, Found: 658.

**Example 4** - (CE-2100)(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(4-Dimethylamino benzyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1. FAB MS [M+H] m/z; Calcd: 633, Found: 633.

**Example 5** - (CE-2124)(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(1-naphtylenyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1. FAB MS [M+H] m/z; Calcd: 640, Found: 640.

**Example 6** - (CE-2177)(Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1. FAB MS [M+H] m/z; Calcd: 634,

Found: 634.

**Example 7 -** (CE-2178)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3,4-methylenedioxybenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 634, Found: 634.

**Example 8 -** (CE-2052)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3,5-dimethylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 618, Found: 618.

**Example 9 -** (CE-2053)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3,5-dimethoxybenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 650, Found: 650.

**Example 10 -** (CE-2054)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3,5-difluoromethylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 726, Found: 726.

**Example 11 -** (CE-2055)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 604, Found: 604.

**Example 12 -** (CE-2057)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-biphenylmethine)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 666, Found: 666.

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**Example 13 -** (CE-2058)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(4-phenylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to

Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 666, Found: 666.

**Example 14** - (CE-2062)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3-phenylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to  
5 Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 666, Found: 666.

**Example 15** - (CE-2066)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3-phenoxybenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to  
Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 682, Found: 682.

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**Example 16** - (CE-2069)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-cyclohexylmethylene)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 596, Found: 596.

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**Example 17** - (CE-2073)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-( $\alpha,\alpha$ -dimethyl-3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 686, Found: 686.

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**Example 18** - (CE-2077)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(1-naphthylmethylene)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 640, Found: 640.

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**Example 19** - (CE-2078)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3-pyridylmethyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to  
Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 591, Found: 591.

**Example 20** - (CE-2096)(Benzyloxycarbonyl)-*L*-valyl-*N*-[1-(3-[5-(3,5-diphenylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 742,

Found: 742.

**Example 21** - (CE-2115)(Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(4-dimethylaminobenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(S)-methylpropyl]-L-prolinamide. Prepared similar to Example 1 of WO 96/16080. FAB MS [M+H] m/z; Calcd: 633, Found: 633.

**Example 22** - (CE-2089) 2-[5-[(Benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]acetamide.

To a mixture containing 1.15 g (8.60 mmol) of N-chlorosuccinimide in 43 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.95 mL (12.9 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]hydroxymethyl)-(S)-2-methylpropyl]acetamide (1.52 g, 2.15 mmol) in 15 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.2 mL (8.60 mmol) of triethylamine. The cold bath was removed and the mixture allowed to warm to room temperature over 20 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient elution of 2 to 10% methanol/dichloromethane to afford 1.19 g of material which was further purified via preparative HPLC to afford 629 mg (41%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 707, Found: 707.

The intermediate 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]hydroxymethyl)-(S)-2-methylpropyl]acetamide was prepared as follows: to a solution containing 1.35 g (3.7 mmol) of 1-[3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol hydrochloride and [5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-

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pyrimidinyl]acetic acid (*J. Med. Chem.* 38:98-108 (1995)) in 10 mL of anhydrous DMF was added 1.0 mL (7.44 mmol) of TEA and 0.76 g (4.94 mmol) of HOBT. The mixture was cooled to 0°C and 0.95 g (4.94 mmol) of EDC was added and the reaction mixture was allowed to stir overnight. An additional 1.0 mL (7.44 mmol) of TEA was added and the reaction again allowed to stir overnight. The reaction was diluted with dichloromethane and washed with a saturated ammonium chloride solution (2X) and water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with 2% methanol/dichloromethane to afford 1.52 g (87%) of the title compound. FAB MS [M+H] m/z; Calcd: 709, Found: 709.

**Example 23 - (CE-2090)** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

To a mixture containing 0.41 g (0.56 mmol) of 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]acetamide in 4 mL of trifluoroacetic acid at room temperature under a nitrogen atmosphere was added 87 mg (0.70 mmol) of thioanisole. The reaction mixture was allowed to stir for 3 days and concentrated *in vacuo*. The residue was purified via preparative HPLC to afford 269 mg (47%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 573, Found: 573.

**Example 24 - (CE-2095)** 2-[5-[(Benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]acetamide.

To a mixture containing 0.83 g (6.23 mmol) of *N*-chlorosuccinimide in 32 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.7 mL (9.35 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-(S)-2-

methylpropyl] acetamide (1.02 g, 1.56 mmol) in 12 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 0.9 mL (6.23 mmol) of triethylamine. The cold bath was removed and the mixture allowed to warm to room temperature over 20 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated. The residue was purified by column chromatography on silica gel using 1% methanol/dichloromethane to afford 1.37 g of material which was further purified via preparative HPLC to give 368 mg (36%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 653, Found: 653.

10 The intermediate 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-(S)-2-methylpropyl]acetamide was prepared as follows: to a solution containing 1.35 g (3.7 mmol) of 1-[2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]-2-(S)-amino-3-methyl butane hydrochloride and [5-[(benzyloxycarbonyl)amino]-6-oxo-2-

15 (4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]acetic acid (*J. Med. Chem.*, 38:98-108 (1995)) in 10 mL of anhydrous DMF was added 0.73 mL (6.6 mmol) of NMM and 0.46 g (3.0 mmol) of HOBt. The mixture was cooled to 0°C and 0.50 g (2.6 mmol) of EDCI was added and the reaction mixture was allowed to stir for 2 days. The reaction was diluted with dichloromethane and washed with a saturated ammonium chloride solution (2X) and water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient elution of 2 to 5% methanol/dichloromethane to afford 1.02 g (77%) of the title compound. FAB MS [M+H] m/z; Calcd: 655, Found: 655.

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**Example 25 - (CE-2101)** 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

To a mixture containing 0.219 g (0.335 mmol) of 2-[5-[(benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]acetamide in 3 mL of trifluoroacetic acid at room temperature under a nitrogen atmosphere was added

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0.05 mL (0.402 mmol) of thioanisole. The reaction mixture was allowed to stir for 3 days and concentrated *in vacuo*. The residue was purified via preoperative HPLC to afford 187 mg (88%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 519, Found: 519.

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**Example 26 - (CE-2164)(Pyrrole-2-carbonyl)-N-(benzyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl-2-(S)-methylpropyl]amide.**

To a mixture containing 1.97 g (14.7 mmol) of *N*-chlorosuccinimide on 60 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 1.54 mL (21.0 mmol) of dimethyl sulfide. The mixture was allowed to stir for 1 hr. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution contain (0.90 g, 1.49 mmol) of (pyrrole-2-carbonyl)-*N*-(benzyl)glycyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)]-2-(S)-methylpropyl]amide in 30 mL of anhydrous toluene. The reaction was allowed to stir for 1 hour at -25°C followed by the addition of 2.16 mL (15.5 mmol) of triethylamine. The cold bath was removed and the mixture allowed to warm to room temperature over 20 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with ethyl acetate/hexane (4:1). The material was further purified via preparative HPLC to afford 1.20 g (63.4%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 514, Found: 514.

The intermediate (pyrrole-2-carbonyl)-*N*-(benzyl)glycyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)]-2-(S)-methylpropyl]amide was prepared by the following method:

a. (Pyrrole-2-carbonyl)-*N*-(benzyl)glycine-*t*-butyl ester.

To a suspension containing 3.00 g (27.0 mmol) of pyrrole-2-carboxylic acid in 75 mL of anhydrous dichloromethane under a nitrogen atmosphere at 0°C was added 6.96 g (27.0 mmol) of BOPCl and 14.1 mL (81.0 mmol) of DIEA. After stirring for 30 minutes, 5.97 g (27.0 mmol) of *N*-(benzyl)glycine-*t*-butyl ester was added and the reaction allowed to warm to room temperature overnight. The reaction was diluted with ethyl acetate and washed with a 5% potassium hydrogensulfate, saturated sodium

bicarbonate solution and brine. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient of 100% hexane to 60% hexane/ethyl acetate to afford 2.92 g (34.4%) of the title compound as a white solid. FAB MS  
5 [M+H] m/z Calcd: 315, Found: 315.

b. *(Pyrrole-2-carbonyl)-N-(benzyl)glycine.*

To a solution containing 2.85 g (9.01 mmol) of (Pyrrole-2-carbonyl)-*N*-(benzyl)glycine-*t*-butyl ester in 50 mL of anhydrous dichloromethane cooled to 0°C was added 25 mL of TFA dropwise. After 90 minutes an additional 25 mL of TFA  
10 was added and allowed to stir for 30 minutes. The mixture was evaporated *in vacuo* to afford 2.19 g of (Pyrrole-2-carbonyl)-*N*-(benzyl)glycine as a tan solid. FAB MS [M+H] m/z; Calcd. 259, Found 259.

c. *(Pyrrole-2-carbonyl)-N-(benzyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)]-(S)-2-methylpropyl]amide.*

To a solution containing 1.90 g (7.35 mmol) of (Pyrrole-2-carbonyl)-*N*-(benzyl)glycine in 75 mL of anhydrous DMF was added 2.4 mL (22.1 mmol) of NMM and 1.29 g (9.56 mmol) of HOBT. The mixture was cooled to 0°C and 1.69 g (8.82 mmol) of EDCI was added and the reaction mixture was allowed to stir. After  
15 30 minutes 2.17 g (6.99 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methyl butan-1-ol hydrochloride in 25 mL of anhydrous DMF was added and the mixture was allowed to warm to room temperature overnight. The reaction was diluted with ethyl acetate and washed with 5% potassium hydrogen sulfate and water. The organic phase was dried over magnesium sulfate, filtered and evaporated  
20 under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient elution of 20 to 80% ethyl acetate/hexane to afford 2.02 g (56%) of the title compound. FAB MS [M+H] m/z Calcd: 516, Found: 516.

**Example 27 - (CE-2097)**(Pyrrole-2-carbonyl)-*N*-(benzyl)glycyl-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)]-1,2,4-oxadiazolyl]carbonyl)-(*S*)-methylpropyl]amide was  
30 prepared in a similar manner to Example 25. FAB MS [M+H] m/z; Calcd: 568, Found: 568.

**Example 28 - (CE-2130)(2S,5S)-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(R,S)-2-methylpropyl]amide.**

To a solution containing 0.93 g (1.28 mmol) of (2S,5S)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino [3,2,1] indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]amide in 4.5 mL of anhydrous DMF under an atmosphere of nitrogen was added 0.45 mL of diethylamine. After stirring at room temperature for 15 min the mixture was concentrated under high vacuum. The residue was purified via preparative HPLC to afford 0.57 g (72%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 502, Found 502.

The intermediate (2S,5S)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(S)-2-methylpropyl]amide was prepared as follows:

a. (2S,5S)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-(S)-2-methylpropyl]amide.

To a solution containing 1.25 g (2.67 mmol) of (2S,5S)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino [3,2,1] indole-4-one-carboxylic acid in 200 mL of anhydrous dichloromethane and 1 mL of anhydrous DMF under a nitrogen atmosphere at 0°C was added 0.71 g (2.80 mmol) of BOPC1 and 0.6 mL (3.45 mmol) of DIEA. After stirring for 1 hr 1.14 g (3.66 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol hydrochloride in 10 mL of anhydrous dichloromethane was added and the reaction mixture allowed to stir at 4°C overnight. The reaction was diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatograph on silica gel using 3% methanol/dichloromethane to afford 1.30 g (67%) of the title compound as tan solid.

b. (2S, 5S)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)]-(S)-2-methylpropyl]amide.

To a mixture containing 0.95 g (7.16 mmol) of *N*-chlorosuccinimide in 150 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.79 mL (10.7 mmol) of dimethyl sulfide. The mixture was allowed to stir for 30 minutes. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing 1.30 g (1.79 mmol) of (2*S*, 5*S*)-Fmoc-5-amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)]-(*S*)-2-methylpropyl]amide in 10 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.17 mL (8.4 mmol) of triethylamine. The cold bath was removed and the mixture was allowed to warm to room temperature over 30 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. The residue was filtered, concentrated under reduced pressure and purified by column chromatography on silica gel with 10% ethyl acetate/hexane to give 0.93 g (72%) as a tan foam.

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**Example 29 - (CE-2126) BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]amide.**

To a solution containing 0.41 g (0.59 mmol) of Fmoc-BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazole]carbonyl)-2-(*S*)-methylpropyl]amide in 4.5 mL of anhydrous DMF under an atmosphere of nitrogen was added 0.5 mL of diethylamine. After stirring at room temperature for 30 min the mixture concentrated under high vacuum. The residue was purified via preparative HPLC to afford 0.23 g (66 %) of the title compound as a white solid. FAB MS [*M*+*H*] *m/z*; Calcd: 472, Found 472.

The intermediate Fmoc-BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]amide was prepared as follows:

a. (2*S*, 5*S*)-Fmoc-BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]amide.

To a solution containing 1.25 g (2.85 mmol) of Fmoc-BTD in 80 mL of anhydrous dichloromethane and 2.5 mL of anhydrous DMF under a nitrogen atmosphere at 0°C was added 0.76 g (2.99 mmol) of BOPC1 and 0.6 mL (3.45 mmol) of DIEA. After stirring for 30 minutes and 1.14 g (3.66 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methylbutan-1-ol hydrochloride and

0.6 mL of DIEA in 10 mL of anhydrous dichloromethane was added and the reaction mixture allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using 3% methanol/dichloromethane to afford 1.13 g (55%) of the title compound as a tan foam.

b. *Fmoc-BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)]-2-(S)-methylpropyl]amide.*

To a mixture containing 0.81 g (6.09 mmol) of *N*-chlorosuccinimide in 110 mL of 1:1 anhydrous dichloromethane/toluene at 0°C under a nitrogen atmosphere was added 0.67 mL (9.1 mmol) of dimethyl sulfide. The mixture was allowed to stir for 30 minutes. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing 1.06 g (1.52 mmol) of *Fmoc-BTD-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]amide* in 10 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.0 mL (7.6 mmol) of triethylamine. The cold bath was removed and the mixture was allowed to warm to room temperature over 40 minutes. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. The resulting mixture was filtered, concentrated under reduced pressure and purified by column chromatography on silica gel with 70% ethyl acetate/hexane to give 0.53 g of the product as a yellow oil. The material was further purified by preparative HPLC to afford 0.41 g (38.8%) of the title compound as a white solid.

**Example 30 - (CE-2134)(*R,S*)-3-Amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.**

To a solution containing 0.93 g (1.19 mmol) of (*R,S*)-Fmoc-3-amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide in 6.0 mL of anhydrous DMF under an atmosphere of nitrogen was added 0.45 mL of diethylamine. After stirring at room temperature for 2.5 hr the mixture was concentrated under high vacuum. The residue was purified via preparative HPLC to afford 0.030 g (4.5 %) of the title

compound as a white solid. FAB MS [M+H] m/z; Calcd: 565, Found 565.

The intermediate (*R,S*)-Fmoc-3-amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

- 5           a.       (*R,S*)-Fmoc-3-amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide.

To a solution containing 0.75 g (1.41 mmol) of (*R,S*)-Fmoc-3-amino-*N*-1-carboxymethyl-2-oxo-5-phenyl-1,4,-benzodiazepine in 30 mL of anhydrous dichloromethane under a nitrogen atmosphere at 0°C was added 0.36 g (1.41 mmol) of BOPC1 and 0.25 mL (1.41 mmol) of DIEA. After stirring for 1 hr 0.48 g (1.55 mmol) of 1-[2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methyl butan-1-ol hydrochloride and 0.49 mL (2.82 mmol) of DIEA in 10 mL of anhydrous dichloromethane was added and the reaction mixture allowed to stir at 4°C overnight. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient of 2 to 6% methanol/dichloromethane to afford 1.00 g (89%) of the title compound as a yellow solid.

- 15           b.       (*R,S*)-Fmoc-3-amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

To a mixture containing 0.71 g (7.6 mmol) of *N*-chlorosuccinimide in 40 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.84 mL (11.4 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath followed by the dropwise addition of a solution containing 1.50 g (1.90 mmol) of (*R,S*)-Fmoc-3-amino-2-oxo-5-phenyl-1,4,-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 10 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.0 mL (7.6 mmol) of triethylamine. The cold bath was removed and the mixture was allowed to warm to room temperature over 1 hour. The reaction mixture was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. The residue was filtered, concentrated under reduced pressure to afford 0.94 g (62%) of



material which was used without further purification. FAB MS [M+H] m/z; Calcd: 787, Found: 787.

**Example 31** - (CE-2145)(Benzyloxycarbonyl)-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.

5 To a mixture containing 0.48 g (3.67 mmol) of *N*-chlorosuccinimide in 30 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.40 mL (5.41 mmol) of dimethyl sulfide. After stirring for 1 hr the reaction mixture was cooled to -25°C using a carbon tetrachloride/dry ice bath followed by the dropwise addition of a solution containing 0.95 g (1.90 mmol) of (benzyloxycarbonyl)-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]amide in 20 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 0.50 mL (3.6 mmol) of triethylamine. The cold bath was removed and the mixture was allowed to warm to room temperature. The reaction mixture was diluted with dichloromethane and  
15 washed with 1 N HCl (2X), saturated sodium bicarbonate (2X) and water. The organic phase was dried over magnesium sulfate. The mixture was filtered and concentrated under reduced pressure to afford 0.61 g. The residue was purified by column chromatography on silica gel with 50% ethyl acetate/hexane to afford 0.27 g of material which was further purified via preparative HPLC to afford 196 mg  
20 (33.4%) of the title compound as a white solid. FAB MS [M+H] m/z Calcd: 652, Found 652.

The intermediate (benzyloxycarbonyl)-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]amide was prepared by the following procedures:

25 a. *2-L-Methyl (2,3-dihydroindole)carboxylate.*

To a suspension containing 5.00g (30.6 mmol) of 2-L-(2,3-dihydroindole)carboxylic acid in 100 mL of anhydrous MeOH cooled to 0°C was added a slow stream of HCl gas over 20 minutes. The resulting homogeneous solution was allowed to stir overnight warming to room temperature. The mixture  
30 was evaporated and the residue was crystallized from methanol/ether to afford, after drying, 5.58 g (85%) of 2-L-methyl (2,3-dihydroindole)carboxylate.

b. *2-Methyl [(S)-1-(N-[benzyloxycarbonyl]-L-valyl)-2,3-dihydro-1 H-*

*indole]carboxylate.*

To a solution containing 3.00 g (14.0 mmol) of methyl (2,3-dihydroindole)-L-2-carboxylate in 60 mL of anhydrous dichloromethane, under a nitrogen atmosphere at 0°C, 7.15 g (28.8 mmol) of BOPCl and 7.72 mL (70.2 mmol) of DIEA was added  
5 a solution of 7.06 g (28.08 mmol) of Cbz-Val-OH in 40 mL of anhydrous dichloromethane and 3 mL of DMF. After stirring for 3 days at 5°C the mixture was diluted with ethyl acetate and washed with 1 N HCl (2X) and brine. The mixture was filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient of 9:1 to 1:1 hexane/ethyl acetate to  
10 afford 4.85 g (87%) of the title compound as a white foam.

c. 2-[(S)-1-(N-[Benzyloxycarbonyl]-L-valyl)-2,3-dihydro-1H-indole]carboxylic acid.

To a solution containing 4.85 g (12.17 mmol) of 2-methyl [(S)-1-(N-[benzyloxycarbonyl]-L-valyl)-2,3-dihydro-1H-indole]carboxylate in 45 mL of THF  
15 and 15 mL of MeOH at 0°C was added 15.8 mL of 1 N LiOH dropwise. After 30 minutes 1 N HCl was added to pH 2 and the mixture extracted with ethyl acetate (3X). The combined organic phases were dried over magnesium sulfate, filtered and evaporated under reduced pressure to afford 4.51 g (93%) of the title compound as a white solid.

20 d. (Benzyloxycarbonyl)-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]amide.

To a solution containing 1.09 g (3.96 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol and 1.31 g (3.3 mmol) of 2-[(S)-1-(N-[benzyloxycarbonyl]-L-valyl)-2,3-dihydro-1H-indole]carboxylic acid in 30 mL  
25 of anhydrous dichloromethane was added 1.21 mL (6.93 mmol) of DIEA and 0.49 g (3.63 mmol) of HOBT. The mixture was cooled to 0°C and 0.70 g (3.63 mmol) of EDCI was added and the reaction mixture was allowed to stir overnight. An additional 1.0 mL (7.44 mmol) of TEA was added and the reaction again allowed to stir overnight. The reaction was diluted with dichloromethane and washed with 1 N  
30 HCl (2X), saturated sodium bicarbonate (2X) and water. The organic phase was dried over magnesium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel with 80% ethyl

acetate/hexane to afford 0.66 g (30%) of the title compound.

**Example 32** - (CE-2125)(Benzyloxycarbonyl)-*L*-valyl-2-*L*-(2,3-dihydro-1*H*-indole)-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-

methylpropyl]amide. Prepared in a similar manner as in Example 30. FAB MS

5 [M+H] m/z; Calcd: 706, Found: 706.

**Example 33** - (CE-2143) Acetyl-2-*L*-(2,3-dihydro-1*H*-indole)-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]amide.

Prepared in a similar manner as in Example 30. FAB MS [M+H] m/z; Calcd: 515,

10 Found: 515.

**Example 34** - (CE-2165) *N*-Acetyl-2-(*L*)-(2,3-dihydro-1*H*-indole)-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]amide. Prepared in a similar manner as in Example 30. FAB MS [M+H] m/z; Calcd: 461; Found: 461.

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**Example 35** - (CE-2104)(Morpholino-*N*-carbonyl)-*L*-valyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]-*L*-prolinamide.

To a mixture containing 0.69 g (5.17 mmol) of *N*-chlorosuccinimide in 60 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.60 mL (8.17 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/ dry ice bath, followed by the addition of a solution containing (morpholino-*N*-carbonyl)-*L*-valyl-*N*-[1-(2-[5-(3-methyl benzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methyl propyl]-*L*-prolinamide (0.75 g, 1.28 mmol) in 10 mL of anhydrous toluene. The reaction was allowed to stir for 2 hours at -25°C followed by the addition of 1.1 mL (0.83 g, 7.89 mmol) of triethylamine. The cold bath was removed and the reaction was allowed to warm to room temperature over 20 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate and filtered. The solvents were evaporated *in vacuo* and the residue purified by column chromatography, 70% ethyl acetate/hexane on silica gel. Final purification was performed by preparative HPLC to afford 405 mg (54.3%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 583, Found: 583.

20  
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The intermediate (Morpholino-*N*-carbonyl)-*L*-valyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]-*L*-prolinamide was prepared as follows:

a. (Morpholino-*N*-carbonyl)-*L*-valyl-*L*-proline-*O*-*t*-butyl ester.

5 To a solution containing *L*-valyl-*L*-proline-*O*-*t*-butyl-ester (1.80 g, 5.87 mmol) in 80 mL of anhydrous methylene chloride and 1.5 mL (13.64 mmol) of *N*-methyl morpholine under a nitrogen atmosphere at 0°C was added morpholine carbonyl chloride dropwise. The mixture was allowed to warm to room temperature overnight. The reaction was diluted with methylene chloride and washed with water. The  
10 organic layer was dried over magnesium sulfate, filtered and evaporated. The residue was purified by column chromatography on silica gel with 10% methanol/dichloromethane to afford 1.98 g (88%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 384, Found 384.

b. (Morpholino-*N*-carbonyl)-*L*-valyl-*L*-proline.

15 To a solution containing (morpholino-*N*-carbonyl)-*L*-valyl-*L*-proline-*O*-*t*-butyl ester (2.0 g, 5.22 mmol) in 80 mL of anhydrous methylene chloride under a nitrogen atmosphere at 0°C was added trifluoroacetic acid (13 mL, 130 mmol). The mixture was allowed to warm to room temperature overnight and the solvents were evaporated *in vacuo* to give 2.26g of a viscous oil. The material was used without further  
20 purification.

c. (Morpholino-*N*-carbonyl)-*L*-valyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] hydroxymethyl)-2-(*S*)-methylpropyl]-*L*-prolinamide.

To a solution containing 0.95 g (2.90 mmol) of (morpholino-*N*-carbonyl)-*L*-valyl-Proline in 25 mL of anhydrous dichloromethane under a nitrogen atmosphere at  
25 0°C was added 0.80 g (3.14 mmol) of BOPCI and 1.5 mL (8.61 mmol) of DIEA. After 30 minutes, 0.75g (2.41 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methylbutan-1-ol hydrochloride in 10 mL of dichloromethane and 1.1 mL (6.31 mmol) of DIEA were added. The reaction was allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with a  
30 saturated NaHCO<sub>3</sub> solution. The organic phase was dried over magnesium sulfate and filtered. The mixture was concentrated *in vacuo* and the residue purified by column chromatography on silica gel using 6% methanol/dichloromethane to afford 0.77 g

(54.84%) of the title compound as a white solid. FAB MS [M+H] m/z; Calcd: 585, Found: 585.

**Example 36 - (CE-2079) 3-(S)-(Benzyloxycarbonyl)amino)-ε-lactam-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(S)-methylpropyl]acetamide.**

To a mixture containing 2.37 g (17.75 mmol) of *N*-chlorosuccinimide in 100 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 1.94 mL (2.64 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing 10 2.5 g (4.44 mmol) of 3-(S)-[(benzyloxycarbonyl)amino]-ε-lactam-N-[1-(2-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]hydroxymethyl)-2-(S)-methyl propyl]acetamide in 20 mL of anhydrous toluene. Upon complete addition, the reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 3.0 mL (21.52 mmol) of triethylamine. The cold bath was removed and the reaction warmed to room 15 temperature and stirred for 30 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent and column chromatography of the residue on silica gel with 5% methanol/dichloromethane afforded 1.8 g of a pale yellow solid. Subsequent preparative HPLC gave 950 mg (38.1%) of the title compound as a white solid. FAB 20 MS [M+H] m/z; Calcd: 562, Found: 562.

The intermediate 3-(S)-[(benzyloxycarbonyl)amino]-ε-lactam-N-[1-(2-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]hydroxymethyl)-2-(S)-methyl propyl]acetamide was prepared as follows:

a. 3-(S)-[(Benzyloxycarbonyl)amino]-ε-lactam.

25 To a mixture containing 9.9 g (37.18 mmol) of Cbz-ornithine in 150 mL of acetonitrile under a nitrogen atmosphere was added 78 mL (369.70 mmol) of hexamethyldisilazane. The reaction was heated at reflux for 48 hours. The reaction mixture was cooled to room temperature and poured into 250 mL of cold methanol. The solvent was removed under reduced pressure. Chloroform was added and the 30 mixture filtered through a plug of celite. The filtrate was concentrated under reduced pressure and the residue dissolved in ethyl acetate. Hexane was added until the solution was slightly turbid and then allowed to stand overnight. The resultant solid

was filtered and dried to afford 8.37 g (90.7%) of the title compound.

b. *N*-[3-(*S*)-(Benzyloxycarbonyl)amino]- $\epsilon$ -lactam-*t*-butyl acetate.

To a solution containing 1.0 g (4.03 mmol) of 3-(*S*)-[(benzyloxycarbonyl)amino]- $\epsilon$ -lactam in 20 mL of anhydrous DMF under a nitrogen atmosphere was added 1.50 mL (10.16 mmol) of bromo-*t*-butyl acetate and 1.17 g (5.05 mmol) of silver oxide. The reaction was heated to 45°C for 5 hours, diluted with acetonitrile and filtered through a pad of celite. The filtrate was concentrated under reduced pressure and the residue dissolved in ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent and column chromatography of the residue on silica get with 60% ethyl acetate/hexane afforded 1.18 g (80.79%) of the title compound. FAB MS [M+H] m/z; Calcd: 363, Found: 363.

c. *N*-[3-(*S*)-(Benzyloxycarbonyl)amino]- $\epsilon$ -lactam-carboxymethane.

To a solution containing 0.55 g (1.52 mmol) of *N*-[3-(*S*)-(Benzyloxycarbonyl)amino]- $\epsilon$ -lactam-*t*-butyl acetate in 20 mL (15.58 mmol) of trifluoroacetic acid. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure. The residue was dissolved in ether acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent afforded 0.50 of the title compound. FAB MS [M+H] m/z; Calcd: 307, Found: 307.

d. 3-(*S*)-[Benzyloxycarbonyl)amino]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide.

To a solution containing 2.72 g (8.88 mmol) of *N*-[3-(*S*)-(Benzyloxycarbonyl)amino]- $\epsilon$ -lactam-carboxymethane in 80 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 2.37 g (9.31 mmol) of BOPCI and 1.60 mL (9.91 mmol) of DIEA. The reaction was allowed to stir at 0°C for 30 minutes followed by the addition of 2.37 g (7.60 mmol) of 1-[3-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]-2-(*S*)-amino-3methyl butan-1-ol hydrochloride in 20 mL of dichloromethane and 1.60 mL (9.19 mmol) of DIEA. The reaction was allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent and column chromatography of the residue on silica get with 10% methanol/dichloromethane

afforded 2.58 g (50.23%) of the title compound. FAB MS [M+H] m/z; Calcd: 564, Found: 564.

**Example 37 - (CE-2080)** 3-(*S*-(Amino)- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide trifluoroacetic acid salt.

This compound was prepared via deprotection of 3-(*S*)-[benzyloxycarbonyl]amino)- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methyl propyl]acetamide under standard conditions to one skilled in the art to afford the title compound. FAB MS [M+H] m/z; Calcd: 428, Found: 428.

**Example 38 - (CE-2091)** 3-(*S*)-[(4-Morpholino carbonyl-butanoyl)amino]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*R,S*)-methylpropyl]acetamide.

To a solution containing 0.089 g (0.475 mmol) of 4-morpholino carbonyl butanoic acid in 10 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 0.127 g (0.498 mmol) of BOPCI and 0.09 mL (0.492 mmol) of DIEA. The reaction was allowed to stir for 30 minutes followed by the addition of 0.22 g (0.406 mmol) of 3-(*S*)-amino- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methyl benzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*R,S*)-methyl propyl]acetamide trifluoroacetic acid salt. The reaction was allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent and purification via preparative HPLC afforded 0.044 g (18%) of the title compound. FAB MS [M+H] m/z; Calcd: 597, Found: 597.

**Example 39 - (CE-2087)** 6-[4-Fluorophenyl]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

To a mixture containing 0.70 g (5.24 mmol) and *N*-chlorosuccinimide in 30 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.60 mL (8.17 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the dropwise addition of a solution containing

- 0.67 g (1.32 mmol) of 6-[4-fluorophenyl]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methyl benzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 15 mL of anhydrous toluene. Upon complete addition, the reaction was allowed to stir at -25°C for 2 hours followed by the addition of 0.90 mL (6.46 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature and maintained for 20 min. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 10% methanol/dichloromethane afforded 0.61 g of a pale yellow solid.
- Subsequent preparative HPLC gave 338 mg (50.5%) of the title compound. FAB MS [M+H] m/z; Calcd: 507, Found: 507.

The intermediate 6-[4-fluorophenyl]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

- a. *6-[4-Fluorophenyl]-6-carboxymethylene-2-piperidinone.*

To a solution containing 2.15 g (8.11 mmol) of 6-[4-fluorophenyl]-1-carbomethoxymethylene-2-piperidinone, prepared in a similar fashion to that reported by Compennolle (*Tetrahedron*, 49:3193 (1993)) in 70 mL of methanol and 20 mL of water under a nitrogen atmosphere was added 0.55 g (13.11 mmol) of lithium hydroxide. The reaction was allowed to stir at room temperature for 2 hours. The solvent was removed under reduced pressure. The residue was diluted with water and washed with ethyl acetate. The aqueous phase was acidified with 1 N hydrochloric acid and extracted with ethyl acetate. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent afforded 2.0 g (98.2%) of the title compound. FAB MS [M+H] m/z; Calcd: 252, Found: 252.

- b. *6-[4-Fluorophenyl]- $\epsilon$ -lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] hydroxymethyl)-2-(*S*)-methylpropyl]acetamide.*

To a solution containing 1.04 g (4.14 mmol) of 6-[4-fluorophenyl]-6-carboxymethylene-2-piperidinone in 25 mL of anhydrous dichloromethane under a nitrogen atmosphere at 0°C was added 1.10 g (4.32 mmol) of BOPCI and 0.80 mL (4.59 mmol) of DIEA. After stirring for 30 minutes, a solution containing 1.1 g (3.53 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methylbutan-1-



ol hydrochloride in 10 mL of dichloromethane and 1.10 mL (6.31 mmol) of DIEA. The reaction was allowed to stir at 0°C overnight. The reaction was diluted with dichloromethane and washed with a saturated sodium bicarbonate solution. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 10% methanol/dichloromethane afforded 736 mg (41.0%) of the title compound. FAB MS [M+H] m/z; Calcd: 509, Found: 509.

**Example 40 - (CE-2121)** 2-[2-(*R,S*)-Phenyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl] acetamide.

To a mixture containing 2.05 g (15.38 mmol) of *N*-chlorosuccinimide in 250 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 1.70 mL (23.06 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the addition of 1.90 g (3.84 mmol) of 2-[2-(*R,S*)-phenyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 20 mL of anhydrous toluene dropwise. The reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 2.52 mL (18.07 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature over 40 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent and column chromatography of the residue on silica gel with 60 % ethyl acetate/hexane afforded 1.10 g of a yellow oil. This was further purified via preparative HPLC to give 0.45 g (24%) of the title compound as an off-white solid. FAB MS [M+H] m/z; Calcd: 493, Found 493.

The intermediate 2-[2-(*R,S*)-phenyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methypropyl]acetamide was prepared as follows: to a solution containing 1.78 g (7.51 mmol) of 2-(2-phenyl-4-oxothiazolidin-3-yl) acetic acid, prepared according to Holmes (*J. Org. Chem.*, 60:7328 (1995)), in 80 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 2.04 g (8.02 mmol) of BOPCl and 1.35 mL (7.76 mmol) of DIEA. After stirring for 30 minutes, 2.0 g (6.41 mmol) of 1-[3-[5-(3-methylbenzyl)]-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methyl-butan-1-ol hydrochloride in 50 mL of

dichloromethane and 1.35 mL (7.76 mmol) of DIEA was added. The reaction was allowed to stir at 0°C overnight. The reaction mixture was diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate, filtered and concentrated under reduced pressure. Column chromatography of the residue on silica gel with 4% methanol/dichloromethane afforded 2.30 g of a yellow foam. Subsequent preparative HPLC gave 1.9 g of the title compound. FAB MS [M+H] m/z; Calcd: 495, Found: 495.

**Example 41** - (CE-2122) 2-[2-(*R,S*)-Benzyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl] acetamide was prepared in a similar manner as in Example 39. FAB MS [M+H] m/z; Calcd: 507, Found: 507.

**Example 42** - (CE-2136) 2-[(2-(*R,S*)-Benzyl-4-oxothiazolidin-3-yl oxide)-*N*-[1-(2-[5-(3-methyl benzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(*R,S*)-methylpropyl] acetamide.

To a solution containing 1.31 g (2.59 mmol) of 2-[2-(*R,S*)-benzyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(*S*)-methyl propyl]-acetamide in 15 mL of methanol under a nitrogen atmosphere was added 0.51 mL (5.17 mmol) of 30% hydrogen peroxide. The reaction was allowed to stir at room temperature overnight and then partitioned between brine and dichloromethane. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 85% ethyl acetate/hexane afforded 0.73 g of a tan oil. Subsequent preparative HPLC gave 0.54 g (48%) of the title compound. FAB MS [M+H] m/z; Calcd: 523, Found 523.

**Example 43** - (CE-2137) 2-[2-(*R,S*)-Benzyl-4-oxothiazolidin-3-yl oxide]-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*R,S*)-methylpropyl] acetamide. Prepared in a similar manner as in Example 41. FAB MS [M+H] m/z; Calcd: 577, Found 577.

**Example 44** - (CE-2118) 2-[2-(*R,S*)-Phenyl-4-oxometathiazan-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl] acetamide. Prepared

in a similar manner as in Example 39. FAB MS [M+H] m/z; Calcd: 507, Found: 507.

**Example 45** - (CE-2140)(1-Benzoyl-3,8-quinazolinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(S)-methylpropyl] acetamide.

5 To a mixture containing 1.70 g (2.74 mmol) of *N*-chlorosuccinimide in 75 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 1.70 mL (23.15 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the addition of 1.90 g (3.27 mmol) of (1-Benzoyl-3,8-quinazolinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methyl propyl] acetamide in 10 mL of toluene dropwise. The reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 3.20 mL (22.96 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature and maintained for 15 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase  
15 was dried over magnesium sulfate, filtered, and the solvent removed under reduced pressure. The residue was chromatographed on silica gel with 5% methanol/dichloromethane to afford 1.37 g of a brown oil. This was further purified via preparative HPLC to give 450 mg (40.1%) of the title compound. FAB MS [M+H]m/z; Calcd: 580, Found: 580.

20 The intermediate (1-benzoyl-3,8-quinazolinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]acetamide was prepared as follows:

a. *1-Benzoyl-3,8-quinazolinedione-2-t-butyl acetate.*

To a solution containing 5.0 g (18.78 mmol) of 1-Benzoyl-3,8-quinazolinidione prepared in a similar manner to that reported by Melnyk et al. (Tetrahedron Lett., 37:4145 (1996)), in 100 mL of DMF under a nitrogen atmosphere was added 4.30 mL (29.12 mmol) of bromo *t*-butylacetate and 5.4 g (23.30 mmol) of silver oxide. The reaction was heated to 50°C overnight, diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate.  
25  
30 Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 40% ethyl acetate/hexane gave 5.25 g (73.49%) of product. FAB MS [M+H] m/z; Calcd: 381, Found: 381.

b. *1-Benzoyl-2-carboxymethylene-3,8-quinazolinedione.*

To a solution containing 5.20 g (13.67 mmol) of 1-benzoyl-3,8-quinazolinedione-2-*t*-butyl acetate in 300 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 21.0 mL (211.44 mmol) of trifluoroacetic acid. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure and the residue dissolved in ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent afforded 4.32 g (97.45%) of the title compound. FAB MS [M+H]<sup>+</sup>m/z; Calcd: 325, Found: 325.

10 c. *(1-Benzoyl-3,8-quinazolinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] hydroxymethyl)-2-(S)-methylpropyl]acetamide.*

To a solution containing 1.80 g (5.55 mmol) of 1-benzoyl-2-carboxymethylene-3,8-quinazolinedione in 100 mL of anhydrous dichloromethane and 5 mL of DMF under a nitrogen atmosphere at 0°C was added 1.90 g (7.46 mmol) of BOPCI and 1.40 mL (8.05 mmol) of DIEA. After stirring for 30 minutes, a solution containing 1.70 g (5.45 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol hydrochloride in 20 mL of dichloromethane and 3.80 mL (21.84 mmol) of DIEA was added. The reaction was allowed to stir at 0°C overnight, diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 10% methanol/dichloromethane afforded 1.93 g (60.9%) of the title compound. FAB MS [M+H]<sup>+</sup>m/z; Calcd: 582, Found: 582.

25 **Example 46** - (CE-2138)(1-Benzoyl-3,6-piperazinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(S)-methylpropyl]acetamide. Prepared in a similar manner as in Example 44. FAB MS [M+H]<sup>+</sup>m/z; Calcd: 532, Found: 532.

30 **Example 47** - (CE-2147)(1-Phenyl-3,6-piperazinedione)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(S)-methylpropyl]acetamide. Prepared in a similar manner as in Example 44. FAB MS [M+H]<sup>+</sup>m/z; Calcd: 504, Found: 504.

**Example 48** - (CE-2148)(1-Phenyl-3,6-piperazinedione)-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as in Example 44. FAB MS [M+H] m/z; Calcd:558, Found: 558.

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**Example 49** - (CE-2108) 3-[(Benzyloxycarbonyl)amino]-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]acetamide.

To a mixture containing 0.16 g (1.18 mmol) of *N*-chlorosuccinimide in 20 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.13 mL (1.77 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath followed by the addition of a solution containing 0.18 g (0.30 mmol) of 3-[(benzyloxycarbonyl)amino]-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 20 mL of methylene chloride dropwise. The reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 0.19 mL (1.38 mmol) of triethylamine. The cold bath was removed and the reaction was allowed to warm to room temperature and maintained for 30 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 3% methanol/dichloromethane afforded 0.23 g of an oil. Further purification via preparative HPLC gave 100 mg of the title compound.

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FAB MS [M+H] m/z; Calcd: 608, Found: 608

The intermediate 3-[(benzyloxycarbonyl)amino]-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

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a. 3-[(Benzyloxycarbonyl)amino]-quinoline-2-one.

To a solution containing 0.5 g (3.10 mmol) of 3-amino-quinoline-2-(1*H*)-one described by Anderson, et. al. (*J. Heterocyclic Chem.*, 30:1533 (1993)) in 40 mL of dioxane under a nitrogen atmosphere was added 0.14 g (3.4 mmol) of sodium hydroxide in 14 mL of water. The reaction mixture was cooled to 0°C, followed by the addition of 0.50 mL (3.4 mmol) of benzylchloroformate. The pH of the reaction was maintained above 8.0 with additional 1 N sodium hydroxide. The reaction was

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allowed to warm to room temperature and stirred for 2 hours. The reaction was diluted with methylene chloride and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 2%

5 methanol/dichloromethane afforded 0.32 g (35%) of product as a white solid. FAB MS [M+H] m/z; Calcd: 295, Found: 295

b. 3-[(Benzyloxycarbonyl)amino]-quinoline-2-one-N-t-butyl-acetate.

To a solution containing 0.30 g (1.02 mmol) of 3-[(benzyloxycarbonyl)amino]-quinoline-2-one in 20 mL of DMF under a nitrogen  
10 atmosphere was added 0.15 mL (1.02 mmol) of *t*-butyl bromoacetate and 0.24 g (1.02 mmol) of silver oxide. The reaction was heated to 70°C and maintained overnight. The reaction mixture was diluted with acetonitrile and filtered through a pad of celite. The filtrate was concentrated under reduced pressure and the residue partitioned between ethyl acetate and water. The organic phase was dried over magnesium  
15 sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with dichloromethane afforded 0.20 g (48%) of product as a white solid. FAB MS [M+H] m/z; Calcd: 409, Found: 409.

c. 3-[(Benzyloxycarbonyl)amino]-1-carboxymethylene-quinoline-2-one.

To a solution containing 1.30 g (3.18 mmol) of 3-[(benzyloxycarbonyl)amino]-quinoline-2-one-N-t-butyl-acetate in 35 mL of  
20 dichloromethane under a nitrogen atmosphere at 0°C was added 2.45 mL (31.84 mmol) of trifluoroacetic acid. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure to afford 1.09 g (97%) of the title compound. FAB MS [M+H] m/z; Calcd: 353, Found: 353

25 d. 3-[(Benzyloxycarbonyl)amino]-quinoline-2-one-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] hydroxymethyl)-2-(*S*)-methylpropyl]acetamide.

To a solution containing 1.09 g (3.09 mmol) of 3-[(benzyloxycarbonyl)amino]-1-carboxymethylene-quinoline-2-one in 50 mL of anhydrous dichloromethane and 3 mL of DMF under a nitrogen atmosphere at 0°C  
30 was added 0.84 (3.31 mmol) of BOPCI and 1.10 mL (6.31 mmol) of DIEA. After stirring for 30 minutes, 0.82 g (2.65 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2(*S*)-amino-3-methylbutan-1-ol hydrochloride in 8 mL of

dichloromethane and 0.56 mL (3.20 mmol) of DIEA was added. The reaction was allowed to stir at 0°C overnight, diluted with dichloromethane and washed with water.

The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 5% methanol/dichloromethane afforded 0.37 g (30.3%) of product. FAB MS [M+H] m/z; Calcd: 610, Found: 610

**Example 50 - (CE-2107)** 3-[(Benzyloxycarbonyl)amino]-7-piperidiny-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 48. FAB MS [M+H] m/z; Calcd: 691, Found: 691

**Example 51 - (CE-2117)** 3-Carbomethoxy-4-fluoro-quinoline-2-one-*N*[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 48. FAB MS [M+H] m/z; Calcd: 535, Found: 535

**Example 52 - (CE-2113)** 3-(Amino-quinoline-2-one)-*N*[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

To a solution containing 2.30 g (3.79 mmol) of 3-[(benzyloxycarbonyl)amino]-quinoline-2-one-*N*-[1-(2-[5-(3-methyl benzyl)-1,3,4-oxadiazolyl]-carbonyl)-2-(*S*)-methyl propyl]acetamide in 60 mL of trifluoroacetic acid under a nitrogen atmosphere at 0°C was added 0.53 mL (4.54 mmol) of thioanisole. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure. Subsequent preparative HPLC afforded 0.61 g (27%) of the title compound. FAB MS [M+H] m/z; Calcd: 474, Found: 474

**Example 53 - (CE-2116)** 3-[(4-Morpholino)aceto] amino-quinoline-2-one-*N*[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl] carbonyl)-2-(*S*)-methylpropyl]acetamide.

To a solution containing 0.32 g (1.22 mmol) of 4-morpholino acetic acid in 18 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 0.33 g (1.30 mmol) of BOPCI and 0.22 mL (1.26 mmol) of DIEA. After stirring for 1.5 hours, a solution containing 0.61 g (1.04 mmol) of 3-(amino-quinoline-2-one)-*N*-[1-(2-[5-(3-

5 methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide in 20 mL of dichloromethane was added followed by 0.22 mL (1.26 mmol) of DIEA. The reaction was allowed to stir at 0°C overnight, diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and preparative HPLC afforded 0.20 g (27%) of the title compound. FAB MS [M+H] m/z; Calcd: 602, Found: 602

10 **Example 54** - (CE-2088) 3,4-Dihydro-quinoline-2-one-*N*[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-*N*-methylpropyl]acetamide from commercially available 3,4-Dihydro-2(1H)-quinoline-2-one. Prepared in a similar manner as shown in Example 52. FAB MS [M+H] m/z; Calcd: 461, Found: 461

**Example 55** - (CE-2099) 1-Acetyl-3-benzylidene piperazine-2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

15 To a solution containing 0.55 g (4.15 mmol) of *N*-chlorosuccinimide in 35 mL of anhydrous toluene at 0°C under a nitrogen atmosphere was added 0.46 mL (6.22 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the addition of a solution containing 0.58 g (1.04 mmol) of 1-acetyl-3-benzylidene piperazine-2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 8 mL of toluene. The reaction was allowed to stir at -25°C for 2h, followed by the addition of 0.68 mL (4.87 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature and maintained for 40 minutes.

20 The reaction was partitioned between ethyl acetate and water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel 60% ethyl acetate/hexane gave 0.54 g of a brown oil which was further purified via preparative HPLC to give 146 mg (25%) of the title compound. FAB MS [M+H] m/z; Calcd: 558, Found: 558

25 The intermediate 1-acetyl-3-benzylidene piperazine-2,5-dione-*N*[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

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a. *1-Acetyl-3-benzylidene piperazine-2,5-dione-N-t-butyl acetate.*



To a solution containing 6.36 g (26.00 mmol) of 1-Acetyl-3-benzylidene piperazine-2,5-dione described by D. Villemn, et al. (*Synthetic Communications*, 20:3325 (1990)), in 100 mL of DMF under a nitrogen atmosphere was added 9.62 mL (65.10 mmol) of *t*-butyl bromoacetate and 7.55 g (32.60 mmol) of silver oxide. The reaction was heated to 45°C overnight. The reaction was filtered through a plug of celite and the filtrate concentrated under reduced pressure. The residue was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 1% methanol/dichloromethane gave 5.37 g of a tan solid. Further purification via preparative HPLC gave 2.5 g (27%) of the title compound. FAB MS[M+H]<sup>+</sup>m/z; Calcd: 359, Found: 359.

b. *1-Acetyl-3-benzylidene-4-carboxymethylene-piperazine-2,5-dione.*

To a solution containing 2.50 g (6.98 mmol) of 1-acetyl-3-benzylidene piperazine-2,5-dione-*N-t*-butyl acetate in 100 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 5.40 mL (69.80 mmol) of trifluoroacetic acid. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure and the residue diluted with ethyl acetate and washed with a saturated sodium bicarbonate solution. The aqueous phase was acidified with 1 N hydrochloric acid and extracted with ethyl acetate. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent under reduced pressure gave 1.96 g (96%) of product as a tan solid. FAB MS [M+H]<sup>+</sup> m/z; Calcd: 303, Found: 303.

c. *1-Acetyl-3-benzylidene piperazine-2,5-dione-N-[1-(2[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]acetamide.*

To a solution containing 0.65 g (2.14 mmol) of 1-acetyl-3-benzylidene-4-carboxymethylene-piperazine-2,5-dione in 40 mL of anhydrous dichloromethane and 3 mL of DMF under a nitrogen atmosphere at 0°C was added 0.57 g (2.24 mmol) of BOPCI and 0.39 mL (2.21 mmol) of DIEA. After stirring for 30 minutes, a solution containing 0.57 g (1.83 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol hydrochloride in 10 mL of dichloromethane and 0.39 mL (2.21 mmol) of DIEA. The reaction was allowed to stir at 0°C overnight, diluted with dichloromethane and washed with water. The organic phase was dried over

magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 5% methanol/ dichloromethane gave 0.13 g (58%) of product. FAB MS[M+H] m/z; Calcd: 560, Found: 560.

- 5 **Example 56** - (CE-2105) 1-Acetyl-3-(4-fluorobenzylidene) piperazine-2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 54. FAB MS[M+H] m/z; Calcd: 576, Found: 576.
- 10 **Example 57** - (CE-2111) 1-Acetyl-3-(4-dimethylamino benzylidene) piperazine- 2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 54. FAB MS[M+H] m/z; Calcd: 601, Found: 601.
- 15 **Example 58** - (CE-2112) 1-Acetyl-3-(4-carbomethoxy benzylidene) piperazine-2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 54. FAB MS[M+H] m/z; Calcd: 616, Found: 616.
- 20 **Example 59** - (CE-2114) 1-Acetyl-3-[(4-pyridyl)methylene] piperazine-2,5-dione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 54. FAB MS[M+H] m/z; Calcd: 559, Found: 559.
- 25 **Example 60** - (CE-2144) 4-[1-Benzyl-3-(*R*)-benzyl-piperazine-2,5,-dione]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.
- To a mixture containing 2.20 g (16.48 mmol) of *N*-chlorosuccinimide in 100 mL of anhydrous toluene under a nitrogen atmosphere at 0°C was added 2.1 mL (28.59 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the addition of a solution containing 2.5 g (4.10 mmol) of 4-[1-benzyl-3-(*R*)-benzyl piperazine-2,5,-dione]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 15

mL of toluene. The reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 4.0 mL (28.70 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature and maintained for 30 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure, and column chromatography of the residue on silica gel with 5% methanol/dichloromethane afforded 2.27 g of a light brown solid which was further purified via preparative HPLC to give 350 mg (14.4%) of the title compound. FAB MS [M+H]<sup>+</sup>m/z; Calcd: 608, Found: 608.

10

The intermediate 4-[1-benzyl-3-(*R*)-benzyl piperazine-2,5-dione]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

a. *1-Benzyl-3-(R)-benzyl piperazine-2,5-dione-4-t-butyl acetate.*

15 To a solution containing 7.0 g (23.78 mmol) of 1-benzyl-3-(*R*)-benzyl piperazine-2,5-dione described by Steele, et al. (*J. Biorg. Med. Chem. Lett.*, 5:47 (1995)) in 125 mL of DMF under a nitrogen atmosphere was added 5.30 mL (35.89 mmol) of *t*-butyl bromoacetate and 6.80 g (29.34 mmol) of silver oxide. The reaction was heated to 50°C overnight, diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 50% ethyl acetate/hexane afforded 7.74 g (79.7%) of the title compound as a white solid. FAB MS[M+H]<sup>+</sup>m/z; Calcd:409,Found::409.

b. *1-Benzyl-3-(R)-benzyl-4-carboxymethylene-piperazine-2,5-dione.*

25 To a solution containing 7.70 g (18.85 mmol) of 1-Benzyl-3-(*R*)-benzyl piperazine-2,5-dione-4-*t*-butyl acetate in 300 mL of dichloromethane under a nitrogen atmosphere at 0°C was added 19.0 mL (191.30 mmol) of trifluoroacetic acid. The reaction was allowed to warm to room temperature overnight. The solvent was removed under reduced pressure and the residue dissolved in ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent under reduced pressure afforded 6.69 g of product. FAB MS[M+H]<sup>+</sup>m/z; Calcd:353,Found:353.

30

c. *4-[1-Benzyl-3(R)-benzyl piperazine-2,5,-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]acetamide.*

To a solution containing 2.0 g (5.68 mmol) of 1-Benzyl-3-(R)-benzyl-4-carboxymethylene-piperazine-2,5-dione in 100 mL of dichloromethane and 2 mL of DMF under a nitrogen atmosphere at 0°C was added 2.0 g (7.86 mmol) of BOPCI and 1.50 mL (8.62 mmol) of DIEA. After stirring for 30 minutes, a solution containing 1.80 g (5.7 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(S)-amino-3-methylbutan-1-ol hydrochloride in 10 mL of dichloromethane and 4.0 mL (22.99 mmol) of DIEA. The reaction was allowed to stir at 0°C overnight, diluted with dichloromethane and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 7% methanol/ dichloromethane afforded 2.69 g (77.7%) of product. FAB MS[M+H]<sup>+</sup>m/z; Calcd:610, Found: 610.

**Example 61** - (CE-2128) *4-[1-Benzyl-3-(S)-benzylpiperazine-2,5,-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.*  
Prepared in a similar manner as shown in Example 59. FAB MS[M+H]<sup>+</sup>m/z; Calcd:608, Found: 608.

**Example 62** - (CE-2146) *4-[1-Benzyl-3-(R)-benzylpiperazine-2,5,-dione]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.*  
Prepared in a similar manner as shown in Example 59. FAB MS[M+H]<sup>+</sup>m/z; Calcd:662, Found: 662.

**Example 63** - (CE-2129) *4-[1-Benzyl-3-(S)-benzylpiperazine-2,5,-dione]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.*  
Prepared in a similar manner as shown in Example 59. FAB MS[M+H]<sup>+</sup>m/z; Calcd:662, Found: 662.

**Example 64** - (CE-2133) *4-[1-Benzyl-3-(S)-benzylpiperazine-2,5,-dione]-N-[1-(3-[5-(2-dimethylaminoethyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.*  
Prepared in a similar manner as shown in Example 59. FAB MS[M+H]<sup>+</sup>m/z;

Calcd:575, Found: 575.

**Example 65 - (CE-2084)** 4-[1-Methyl-3-(*R,S*)-phenylpiperazine-2,5,-dione]-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 59.  
FAB MS[M+H]*m/z*; Calcd:572, Found: 572.

**Example 66 - (CE-2106)** 4-[1-Methyl-3-(*R,S*)-phenylpiperazine-2,5,-dione]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
Prepared in a similar manner as shown in Example 59. FAB MS[M+H]*m/z*;  
Calcd:518, Found: 518.

**Example 67 - (CE-2162)** 4-[1-(2-*N*-Morpholino ethyl)-3-(*R*)-benzyl piperazine-2,5,-dione]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared in a similar manner as shown in Example 59.  
FAB MS[M+H]*m/z*; Calcd:631, Found: 631.

**Example 68 - (CE-2149)** 5-(*R,S*)-Phenyl-2,4-imidazolidinedione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
To a mixture containing 0.28 g (2.10 mmol) of *N*-chlorosuccinimide in 50 mL of anhydrous toluene under a nitrogen atmosphere at 0°C was added 0.23 mL (3.13 mmol) of dimethyl sulfide. The reaction was cooled to -25°C using a carbon tetrachloride/dry ice bath, followed by the addition of a solution containing 0.26 g (0.52 mmol) of 5-(*R,S*)-phenyl-2,4-imidazolidinedione-*N*-[1-(2-[5(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide in 10 mL of toluene. The reaction was allowed to stir at -25°C for 2 hours, followed by the addition of 0.30 mL (2.15 mmol) of triethylamine. The cold bath was removed and the reaction allowed to warm to room temperature and maintained for 30 minutes. The reaction was diluted with ethyl acetate and washed with water. The organic phase was dried over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue of silica gel with 10% methanol/dichloromethane, followed by preparative HPLC gave 120 mg (47.2%) of

the title compound. FAB MS[M+H]m/z; Calcd:490, Found: 490.

The intermediate 5-(*R,S*)-phenyl-2,4-imidazolidinedione-*N*-[1-(2-[5(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide was prepared as follows:

- 5           a.       (*R*)-*N*-(Ethoxy carbonylmethyl)-*N'*-(1-methoxy carbonyl-2-phenyl)urea.

To a solution containing 18.45 g (91.49 mmol) of (*R*)-2-phenylglycine methylester in 250 mL of ethyl acetate and 13.4 mL (96.12 mmol) of triethylamine under a nitrogen atmosphere at 0°C was added 10 mL (91.49 mmol) of ethyl isocyanatoacetate. After stirring for 1h, the reaction was diluted with ethyl acetate  
10 and washed with water. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent under reduced pressure afforded 29.28 g (97.6%) of product as a white solid. FAB MS[M+H]m/z; Calcd: 235, Found: 235.

- b.       (*R*)-5-Phenyl-3-carboxymethyl hydantoin.

A mixture containing 29.28 g (99.49 mmol) of (*R*)-*N*-(ethoxy carbonylmethyl)-*N'*-(1-methoxy carbonyl-2-phenyl)urea in 500 mL of concentrated  
15 hydrochloric acid was heated to reflux overnight. The reaction mixture was cooled to room temperature and extracted with ethyl acetate. The organic phase was dried over magnesium sulfate. Filtration and removal of solvent under reduced pressure afforded 14.01 g (60%) of the title compound. FAB MS [M+H] m/z; Calcd: 295, Found: 295.

- 20           c.       5-(*R,S*)-phenyl-2,4-imidazolidinedione-*N*-[1-(2-[5(3-methylbenzyl)-1,3,4-oxadiazolyl]hydroxymethyl)-2-(*S*)-methylpropyl]acetamide

To a solution containing 2.55 g (10.89 mmol) of (*R*)-5-phenyl-3-carboxymethyl hydantoin in 100 mL of dichloromethane and 10 mL of DMF under a nitrogen atmosphere at 0°C was added 2.30 g (12.00 mmol) of EDCI and 1.62 g  
25 (11.99 mmol) of HOBT. After stirring 30 minutes, a solution containing 4.43 g (14.21 mmol) of 1-[2-(5-[3-methylbenzyl])-1,3,4-oxadiazolyl]-2-(*S*)-amino-3-methylbutan-1-ol hydrochloride in 20 mL of dichloromethane and 4.78 mL (43.50 mmol) of NMM. The reaction was allowed to warm to room temperature overnight, diluted with dichloromethane and washed with water. The organic phase was dried  
30 over magnesium sulfate. Filtration, removal of solvent under reduced pressure and column chromatography of the residue on silica gel with 50% acetone/dichloromethane afforded 1.90 g (35.5%) of the title compound. FAB MS

[M+H] m/z; Calcd: 490, Found: 490.

**Example 69** - (CE-2154) 5-(*S*)-Benzyl-2,4-imidazolidinedione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared  
5 in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 504, Found: 504.

**Example 70** - (CE-2142) 5-(*R*)-Benzyl-2,4-imidazolidinedione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide. Prepared  
10 in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 504, Found: 504.

**Example 71** - (CE-2141) 5-(*R*)-Benzyl-2,4-imidazolidinedione-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
15 Prepared in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 558, Found: 558.

**Example 72** - (CE-2155) 5-(*S*)-Benzyl-2,4-imidazolidinedione-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
20 Prepared in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 558, Found: 558.

**Example 73** - (CE-2151) 1-Benzyl-4-(*R*)-benzyl-2,5-imidazolidinedione-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
25 Prepared in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 594, Found: 594.

**Example 74** - (CE-2150) 1-Benzyl-4-(*R*)-benzyl-2,5-imidazolidinedione-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.  
30 Prepared in a similar manner as shown in Example 67. FAB MS [M+H] m/z; Calcd: 648, Found: 648.

**Example 75** - (ONO-PO-698) 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-tert-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

To a mixture containing 410 mg (0.744 mmol, 77% purity) of Dess-Martin Reagent (1,1,1-triacetoxy-1,1-dihydro-1,2-benziodoxol-3-(1H)-one) in 4 mL of dichloromethane was added dropwise a solution containing 410 mg (0.676 mmol) of 2-[5-benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-tert-butyl-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]acetamide in 5 mL of dichloromethane. The reaction mixture was allowed to stir for 1 hour. The reaction was quenched by addition of water, extracted with ethyl acetate (x2). The extract was washed with water and a saturated sodium chloride solution. The organic phase was dried over anhydrous sodium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a elution of 33% ethyl acetate/hexane to afford 372 mg of the title compound. APCI, Pos, 40V [M+H] m/z; Calcd: 605, Found: 605.

The intermediate 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-tert-butyl-1,3,4-oxadiazolyl]hydroxymethyl)-2-(S)-methylpropyl]acetamide was prepared as follows: to a solution containing 265 mg (1.01 mmol) of [1-[5-tert-butyl-1,3,4-oxadiazol-2-yl]-2-(S)-amino-1-hydroxy-3-methylbutane hydrochloride and 336 mg (0.843 mmol) of 5-[(Benzyloxycarbonyl)amino]-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]acetic acid (*J. Med. Chem.*, 38:98-108 (1995)) in 2 mL of anhydrous DMF was added 155 mg (1.01 mmol) of HOBT and 231 mg (1.01 mmol) of EDCI. The mixture was cooled to 0 °C and 0.11 mL (1.0 mmol) of NMM was added dropwise and the reaction mixture was allowed to stir for 3 hours. The reaction was quenched by addition of water and extracted with ethyl acetate (x3). The extract was washed with aqueous 10% citric acid solution, a saturated sodium hydrogencarbonate solution and a saturated sodium chloride solution. The organic phase was dried over anhydrous sodium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient elution of 0 to 1% methanol/chloroform to afford 418 mg of the title compound. APCI, Pos, 40V [M+H] m/z; Calcd: 607, Found: 607.



**Example 80** - (ONO-PO-690) 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 667, Found: 667.

5

**Example 81** - (ONO-PO-697) 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. EI, Pos, [M+H] m/z; Calcd: 624, Found: 624.

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**Example 82** - (ONO-PO-716) 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Neg, 40V [M-H] m/z; Calcd: 454, Found: 454.

15

**Example 83** - (ONO-PO-722) 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Neg, 40V [M-H] m/z; Calcd: 516, Found: 516.

20

**Example 84** - (ONO-PO-727) 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 456, Found: 456.

25

**Example 85** - (ONO-PO-730) 2-[6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Neg, 40V [M-H] m/z; Calcd: 436, Found: 436.

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**Example 86** - (ONO-PO-731) 2-[6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Neg, 40V [M-H] m/z; Calcd: 498, Found: 498.

**Example 87** - (ONO-PO-732) 2-[6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 438, Found: 438.

**Example 88** - (ONO-PO-734) 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 454, Found: 454.

**Example 89** - (ONO-PO-735) 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 436, Found: 436.

**Example 90** - (ONO-PO-737) 2-[6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide was prepared in a similar manner to Example 75. APCI, Pos, 40V [M+H] m/z; Calcd: 438, Found: 438.

**Example 91** - (ONO-PO-696) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

To a mixture containing 296 mg (0.49 mmol) of 2-[5-(benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide and 0.32 mL (2.9 mmol) of anisole in 8 mL of dichloromethane at 0°C was added dropwise a solution containing 392 mg (2.9 mmol) of aluminum chloride in 4 mL of nitromethane. The reaction mixture was allowed to stir for 1.5 hours, quenched by addition of ice water, extracted with ethyl acetate (x3). The extract was washed with water and a saturated sodium chloride solution. The organic phase was dried over anhydrous magnesium sulfate, filtered and evaporated under reduced pressure. The residue was

purified by column chromatography on silica gel using a elution of 66% ethyl acetate/hexane to afford 175 mg of the title compound as a white solid. APCI, Pos, 40V [M+H] m/z; Calcd: 471, Found: 471.

- 5 **Example 92** - (ONO-PO-691) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos, [M+H] m/z; Calcd: 533, Found: 533.
- 10 **Example 93** - (ONO-PO-692) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos, [M+H] m/z; Calcd: 547, Found: 547.
- 15 **Example 94** - (ONO-PO-693) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos, [M+H] m/z; Calcd: 519, Found: 519.
- 20 **Example 95** - (ONO-PO-694) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 491, Found: 491.
- 25 **Example 96** - (ONO-PO-695) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-pyridyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 492, Found: 492.
- 30 **Example 97** - (ONO-PO-699) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(4-methoxyphenyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos [M+H] m/z; Calcd: 521, Found: 521.

**Example 98** - (ONO-PO-701) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl)-3,4-dihydroxybenzyl]-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 565, Found: 565.

**Example 99** - (ONO-PO-703) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-benzyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 505, Found: 505.

**Example 100** - (ONO-PO-704) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos [M+H] m/z; Calcd: 429, Found: 429.

**Example 101** - (ONO-PO-705) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-isopropyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 457, Found: 457.

**Example 102** - (ONO-PO-706) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos [M+H] m/z; Calcd: 471, Found: 471.

**Example 103** - (ONO-PO-707) 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos [M+H] m/z; Calcd: 453, Found: 453.

**Example 104** - (ONO-PO-711) 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5- $\alpha,\alpha$ -dimethylbenzyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-

methylpropyl]acetamide was prepared in a similar manner to Example 91. FAB, Pos [M+H] m/z; Calcd: 515, Found: 515.

5 **Example 105** - (ONO-PO-712) 2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd:454, Found:454.

10 **Example 106** - (ONO-PO-714) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 469, Found: 469.

15 **Example 107** - (ONO-PO-715) 2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 516, Found: 516.

20 **Example 108** - (ONO-PO-718) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 471, Found: 471.

25 **Example 109** - (ONO-PO-721) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd: 533, Found: 533.

30 **Example 110** - (ONO-PO-728) 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Neg, 40V [M-H] m/z; Calcd:449, Found:559.

**Example 111** - (ONO-PO-729) 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd:453, Found:453.

5

**Example 112** - (ONO-PO-733) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd:471, Found:471.

10

**Example 113** - (ONO-PO-736) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide was prepared in a similar manner to Example 91. APCI, Pos, 40V [M+H] m/z; Calcd:453, Found:453.

15

**Example 114** - (ONO-PO-700) 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

To a mixture containing 66 mg (0.093 mmol) of 2-[5-(benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide (the compound prepared in a similar manner to Example 75) was added 2.5 mL of 30% hydrobromic acid in acetic acid solution. The reaction mixture was allowed to stir for 1 hour, quenched by addition of ice water, extracted with ethyl acetate (x3). The extract was washed with water (x2) and a saturated sodium chloride solution. The organic phase was dried over anhydrous sodium sulfate, filtered and evaporated under reduced pressure. The residue was purified by column chromatography on silica gel using a gradient elution of 0 to 1% methanol/chloroform to afford 41 mg of the title compound. El, Pos, [M+] m/z; Calcd:576, Found:576.

30

**Example 115** - (ONO-PO-702) 2-[5-(Methylsulfonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide

To a mixture containing 187 mg (0.36 mmol) of 2-[5-amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide (the compound prepared in Example 25) in 3.5 mL of pyridine at 0°C under an atmosphere of argon was added  
5 0.028 mL (0.36 mmol) of mesyl chloride. The reaction mixture was allowed to stir for 17 hours at room temperature, 15 hours at 50°C and 1 hour at 70°C. The reaction mixture was quenched by addition of ice water, extracted with dichloromethane. The extract was washed with a saturated sodium chloride solution. The organic phase was dried over anhydrous sodium sulfate, filtered and evaporated under reduced pressure.  
10 The residue was purified by column chromatography on silica gel using a gradient elution of 50 to 66% ethyl acetate/hexane to afford 60 mg of the title compound. APCI, Pos, 40V [M+H] m/z; Calcd: 597, Found: 597.

#### Example 110 – *In Vitro* Inhibition of Elastase

15 The following protocol was used to determine inhibitory activity of ONO-PO series of compounds. The elastase used in the protocol was derived from human sputum (HSE). A mother solution of the HSE enzyme was prepared from commercially available HSE (875 U/mg protein, SE-563, Elastin Product Co., Inc, Missouri, USA) by diluting with saline to 1,000 U/ml, which was further diluted to 2  
20 U/ml at 0°C prior to use.

A solution was prepared by mixing 100 µl 0.2 M HEPES-NaOH buffer (pH 8.0), 40 µl 2.5 M NaCl, 20 µl 1% polyethyleneglycol 6000, 8 µl distilled water, 10 µl of a DMSO solution of inhibitor and 2 µl solution of N-methoxysuccinyl-Ala-Ala-Pro-Val-p-nitroaniline (at concentrations of 100, 200 and 400 µM). The solution was  
25 incubated for 10 minutes at 37°C. To this was added an enzyme solution of HSE (elastase derived from human sputum). The resulting mixture was subjected to the following rate assay.

Optical density (SPECTRA MAX 250, Molecular Devices) at 405 nm due to p-nitroaniline generated by the enzyme reaction was measured at 37°C in order to  
30 measure the reaction rate during the period that the production rate of p-nitroaniline remains linear. The rate, mO.D./min., was measured for 10 minutes at 30 second intervals immediately after the addition of the enzyme solution. IC<sub>50</sub> values were determined by log-logit method and converted to K<sub>i</sub> values by Dixon plot method.

The values are presented in Table 1 below.

Table 1.

| Compound   | K <sub>i</sub> (nM) |  | Compound   | K <sub>i</sub> (nM) |  | Compound   | K <sub>i</sub> (nM) |
|------------|---------------------|--|------------|---------------------|--|------------|---------------------|
| ONO-PO-690 | 78.3                |  | ONO-PO-710 | 2.39                |  | ONO-PO-730 | 23.5                |
| ONO-PO-691 | 0.52                |  | ONO-PO-711 | 2.55                |  | ONO-PO-731 | 4.02                |
| ONO-PO-692 | 1.37                |  | ONO-PO-712 | 16.6                |  | ONO-PO-732 | 62.2                |
| ONO-PO-693 | 2.71                |  | ONO-PO-713 | 12                  |  | ONO-PO-733 | 11.8                |
| ONO-PO-694 | 24.8                |  | ONO-PO-714 | 15.3                |  | ONO-PO-734 | 43.8                |
| ONO-PO-695 | 13.9                |  | ONO-PO-715 | 3.54                |  | ONO-PO-735 | 26.4                |
| ONO-PO-696 | 6.38                |  | ONO-PO-716 | 44.3                |  | ONO-PO-736 | 6.43                |
| ONO-PO-697 | 27.3                |  | ONO-PO-717 | 57.8                |  | ONO-PO-737 | 36.3                |
| ONO-PO-698 | 0.77                |  | ONO-PO-718 | 26.2                |  |            |                     |
| ONO-PO-699 | 21.2                |  | ONO-PO-719 | 836.3               |  |            |                     |
| ONO-PO-700 | 1.18                |  | ONO-PO-720 | 25.9                |  |            |                     |
| ONO-PO-701 | 2.98                |  | ONO-PO-721 | 13.5                |  |            |                     |
| ONO-PO-702 | 1.78                |  | ONO-PO-722 | 3.35                |  |            |                     |
| ONO-PO-703 | 2.25                |  | ONO-PO-723 | 163.1               |  |            |                     |
| ONO-PO-704 | 14.0                |  | ONO-PO-724 | 14.4                |  |            |                     |
| ONO-PO-705 | 10.7                |  | ONO-PO-725 | 4281.4              |  |            |                     |
| ONO-PO-706 | 6.76                |  | ONO-PO-726 | 589.5               |  |            |                     |
| ONO-PO-707 | 3.59                |  | ONO-PO-727 | 132.8               |  |            |                     |
| ONO-PO-708 | 729.9               |  | ONO-PO-728 | 8.75                |  |            |                     |
| ONO-PO-709 | 25.7                |  | ONO-PO-729 | 29.1                |  |            |                     |

- 5 CE compounds were tested as described in WO 96/16080. Results are presented in Table 2 below. As shown, the compounds of the invention are potent inhibitors of elastase, with certain compounds showing subnanomolar levels of inhibitory activity.

#### 10 Example 111 - Blood Level Screening

- The inhibitors were dissolved or suspended in polyethylene glycol (PEG), PEG-400 or PEG:H<sub>2</sub>O:EtOH at a concentration of 10 mg/ml. Unfasted male Sprague-Dawley rats were given an oral dose of this solution by gavage. Rats received 10 mg inhibitor/kg body weight in a volume of 1 ml/kg. After 1, 3 or 6 hr., the rats were
- 15 killed with an overdose of urethane (2.5 g/kg; i.p.) and the blood collected in a heparinized tube via cardiac puncture. Red blood cells were separated from the



plasma by centrifugation.

Depending on the inhibitor, one of four organics (ethyl acetate, toluene, isopropyl ether or methyl t-butyl ether) was used to extract the compound from the plasma. Inhibitor concentrations were measured by HPLC or LC/MS analysis. The results are presented in Table 2 below. Certain compounds of the invention demonstrate high levels of oral bioavailability as shown by their blood level concentrations over time.

#### Example 112 - Extracellular Matrix (ECM) Assay Procedure

Forty-eight well plates on which extracellular matrix had been established were supplied to Cortech by Dr. Simon's group at the State University of New York at Stony Brook. Briefly, the plates were prepared as follows: R22 rat heart smooth muscle cells were seeded into wells at  $2.5 \times 10^4$  cells/cm. The cells were fed every 4 days with Eagle's Minimal Essential Media supplemented with fetal bovine serum, tryptose phosphate broth, cefotaxime and streptomycin. At confluence, daily supplements of 50 ug/ml ascorbic acid were added for 8 to 10 days during the synthesis of the ECM layer. [ $^{35}\text{S}$ ]sulfate and [ $^3\text{H}$ ]proline were also added to the culture media to incorporate radiolabel into the matrix. Cells were later lysed with 25mM  $\text{NH}_4\text{OH}$ . Plates were washed three times with water and once with phosphate-buffered saline containing 0.02%  $\text{NaN}_3$ . Plates were stored at  $4^\circ\text{C}$  until use.

Matrix degradation assays were performed as follows: 0.40 ml of Hanks balance salt solution (HBSS) containing 1 or 5  $\mu\text{M}$  test inhibitor (final concentration; diluted from DMSO stock solution;  $<2\%$  DMSO final concentration) was added to the wells. After 30 minutes, 50  $\mu\text{l}$  of a polymorphonuclear leukocyte (PMN) suspension was added resulting in  $5 \times 10^5$  cells/well. PMN's were stimulated with opsonized zymosan. Zymosan particles were washed and suspended in 0.5 ml human serum for 1 hr at  $37^\circ\text{C}$ , vortexing every 15 min. The particles were then washed three times with HBSS and added to wells at a ratio of 10 particles/PMN in a volume of 50  $\mu\text{l}$ . After a 4 hr incubation at  $37^\circ\text{C}$ , a 100  $\mu\text{l}$  aliquot of the supernatant was withdrawn for scintillation counting. Following removal of the remaining supernatant, the residual ECM was solubilized with 0.5 ml 2M NaOH. The amount of tritium in this solubilized ECM was accessed by scintillation. ECM degradation data are expressed as (soluble counts released / total ECM counts) - (basal counts released without

PMN's / total ECM counts). The results are presented in Table 2 below.

Table 2.

| CE #   | HNE K <sub>i</sub><br>(nM) | ECM Data % Inhibition |       | Plasma Levels (μM) |       |       |
|--------|----------------------------|-----------------------|-------|--------------------|-------|-------|
|        |                            | 1uM                   | 5uM   | 1hr                | 3hr   | 6 hr  |
| CE2048 | 0.2                        |                       |       |                    |       |       |
| CE2049 | 0.5                        |                       |       |                    |       |       |
| CE2050 | 1.84                       |                       |       |                    |       |       |
| CE2051 | 1.56                       |                       |       |                    |       |       |
| CE2052 | 0.37                       |                       |       |                    |       |       |
| CE2053 | 0.41                       |                       |       |                    |       |       |
| CE2054 | 0.29                       |                       |       |                    |       |       |
| CE2055 | 0.49                       |                       |       |                    | 0.002 |       |
| CE2056 | 0.98                       |                       |       |                    |       |       |
| CE2057 | 0.375                      |                       |       |                    |       |       |
| CE2058 | 0.564                      |                       |       |                    |       |       |
| CE2061 | 71600                      |                       |       |                    |       |       |
| CE2062 | 0.3                        |                       |       |                    |       |       |
| CE2064 | 0.44                       |                       |       |                    |       |       |
| CE2065 | 0.47                       |                       |       |                    |       |       |
| CE2066 | 0.98                       |                       |       |                    |       |       |
| CE2067 | 3.6                        |                       |       |                    |       |       |
| CE2068 | 800                        |                       |       |                    |       |       |
| CE2069 | 4.4                        |                       |       |                    |       |       |
| CE2072 | 0.025                      | 64.8                  | 74.55 | 0.277              | 0.115 | 0.061 |
| CE2073 | 0.235                      |                       |       |                    |       |       |
| CE2074 | 1                          |                       |       |                    |       |       |
| CE2075 | 0.039                      |                       |       |                    |       |       |
| CE2076 | 1.5                        |                       |       |                    |       |       |
| CE2077 | 0.15                       |                       |       |                    |       |       |
| CE2078 | 1.05                       |                       |       |                    |       |       |
| CE2079 | 34                         |                       |       |                    |       |       |
| CE2080 | 62                         |                       |       |                    |       |       |
| CE2082 | 53                         |                       |       |                    |       |       |
| CE2083 | 73                         |                       |       |                    |       |       |
| CE2084 | 133                        |                       |       |                    |       |       |
| CE2087 | 20                         |                       |       |                    |       |       |
| CE2088 | 66                         |                       |       | 0.801              | 0.755 |       |
| CE2089 | 1.5                        |                       |       |                    |       |       |
| CE2090 | 2.7                        |                       |       |                    |       |       |
| CE2091 | 270                        |                       |       |                    |       |       |
| CE2092 | 6.3                        |                       |       |                    |       |       |
| CE2093 | 0.26                       |                       |       |                    |       |       |
| CE2094 | 10                         |                       |       |                    |       |       |
| CE2095 | 0.21                       | 60.43                 | 55.63 |                    |       |       |
| CE2096 | 0.79                       |                       |       |                    |       |       |
| CE2097 | 115                        |                       |       |                    |       |       |
| CE2098 | 85                         |                       |       |                    |       |       |
| CE2099 | 1.9                        |                       |       |                    | 0.042 |       |
| CE2100 | 0.069                      | 57.63                 | 56.56 |                    | 0.064 |       |

|        |       |        |        |       |       |       |
|--------|-------|--------|--------|-------|-------|-------|
| CE2101 | 0.64  | 44.582 | 51.18  | 1.238 | 1.369 | 1.042 |
| CE2102 | 258   |        |        |       |       |       |
| CE2103 | 12.4  |        |        |       |       |       |
| CE2104 | 0.33  |        |        |       |       |       |
| CE2105 | 0.72  |        |        |       |       |       |
| CE2106 | 41    |        |        |       |       |       |
| CE2107 | 17    |        |        |       |       |       |
| CE2108 | 10.5  |        |        |       |       |       |
| CE2109 | 126   |        |        |       |       |       |
| CE2110 | 0.13  |        |        |       |       |       |
| CE2111 | 20    |        |        |       | 0.69  |       |
| CE2112 | 1.2   |        |        |       |       |       |
| CE2113 | 39    |        |        | 1.835 | 0.909 |       |
| CE2114 | 25    |        |        |       |       |       |
| CE2115 | 1     |        |        |       |       |       |
| CE2116 | 76    |        |        |       |       |       |
| CE2117 | 586   |        |        |       |       |       |
| CE2118 | 13.2  |        |        |       |       |       |
| CE2119 | 7.7   |        |        |       |       |       |
| CE2120 | 51    |        |        |       |       |       |
| CE2121 | 28    |        |        |       |       |       |
| CE2122 | 63    |        |        |       |       |       |
| CE2123 | 15    |        |        |       |       |       |
| CE2124 | 0.033 |        |        |       |       |       |
| CE2125 | 0.4   |        |        |       | 0.011 |       |
| CE2126 | 5     |        |        |       | 0.161 |       |
| CE2127 | 34    |        |        |       |       |       |
| CE2128 | 64    |        |        |       |       |       |
| CE2129 | 300   |        |        |       |       |       |
| CE2130 | 2.1   | 16.32  | 29.02  |       | 0.162 |       |
| CE2131 | 265   |        |        |       |       |       |
| CE2132 | 23.5  |        |        |       |       |       |
| CE2133 | 33000 |        |        |       |       |       |
| CE2134 | 2     | 21.71  | 25.724 |       | 5.02  |       |
| CE2135 | 17.5  | 0      | 37     |       |       |       |
| CE2136 | 104   |        |        |       |       |       |
| CE2137 | 558   |        |        |       |       |       |
| CE2138 | 294   |        |        |       |       |       |
| CE2139 | 41    |        |        |       |       |       |
| CE2140 | 204   |        |        |       |       |       |
| CE2141 | 64    |        |        |       | 0.005 |       |
| CE2142 | 8.7   |        |        |       |       |       |
| CE2143 | 11.5  |        |        |       |       |       |
| CE2144 | 9.3   |        |        |       |       |       |
| CE2145 | 0.038 |        |        |       |       |       |
| CE2146 | 67    |        |        |       |       |       |
| CE2147 | 1600  |        |        |       |       |       |
| CE2149 | 0.28  | 51.275 | 55.9   | 0     | 0     | 0     |
| CE2151 | 59    | 14.25  | -8.3   |       |       |       |
| CE2152 | 0.24  |        |        |       |       |       |
| CE2154 | 10    | 54.6   | 65.4   |       |       |       |

|        |       |       |       |       |       |   |
|--------|-------|-------|-------|-------|-------|---|
| CE2155 | 57    |       |       |       |       |   |
| CE2156 | 512   |       |       |       |       |   |
| CE2157 | 1.4   | 9.96  | 13.42 |       | 3.81  |   |
| CE2159 | 52    |       |       |       |       |   |
| CE2160 | 260   |       |       |       |       |   |
| CE2161 | 0.082 | 25    | 55    |       |       |   |
| CE2162 | 10.6  |       |       |       | 0.025 |   |
| CE2163 | 0.75  | 54.7  | 64    |       | 0.316 |   |
| CE2164 | 17    |       |       |       | 0.034 |   |
| CE2165 | 2.6   |       |       |       | 0.067 |   |
| CE2166 | 145   |       |       |       |       |   |
| CE2168 | 0.15  |       |       |       |       |   |
| CE2170 | 297   |       |       |       |       |   |
| CE2171 | 0.64  |       |       |       |       |   |
| CE2172 | 2.2   |       |       |       | 0.021 |   |
| CE2173 | 6.5   | 35.9  | 47.1  |       |       |   |
| CE2174 | 15.2  | 1.49  | 18.3  | 1.86  | 0.97  |   |
| CE2176 | 52    |       |       |       |       |   |
| CE2177 | 0.016 | 74.2  | 76.78 | 0.393 | 0.41  | 0 |
| CE2178 | 0.29  |       | 34    |       | 0.185 |   |
| CE2179 | 7.6   | 48.8  | 45.9  | 1.229 | 0.599 |   |
| CE2180 | 44    |       |       |       |       |   |
| CE2181 | 46    |       |       |       |       |   |
| CE2182 | 54    |       |       |       |       |   |
| CE2183 | 0.23  |       |       |       |       |   |
| CE2184 | 8.2   | 30.5  | 32.4  |       | 0.57  |   |
| CE2185 | 0.27  |       |       |       |       |   |
| CE2186 | 0.037 |       |       |       |       |   |
| CE2187 | 42    |       |       |       |       |   |
| CE2189 | 99    |       |       |       |       |   |
| CE2190 | 29    |       |       |       |       |   |
| CE2191 | 85    | 29.35 | 30.5  |       |       |   |
| CE2192 | 7.3   | 40.8  | 49.7  |       |       |   |
| CE2193 | 36    |       |       |       |       |   |
| CE2194 | 2.4   | 41    | 58.7  | 1.11  | 0.553 |   |
| CE2195 | 10.6  |       |       |       |       |   |
| CE2196 | 96    |       |       |       |       |   |
| CE2197 | 4.8   |       |       |       |       |   |
| CE2198 | 3.1   |       |       |       |       |   |
| CE2200 | 13.7  |       |       |       |       |   |
| CE2202 | 0.12  |       |       |       |       |   |
| CE2203 | 79    |       |       |       | 0.004 |   |
| CE2204 | 7.4   |       |       |       | 0.48  |   |
| CE2205 | 37    |       |       |       | 0.475 |   |
| CE2206 | 8.7   | 47.4  | 62.3  |       |       |   |
| CE2207 | 1.2   |       |       |       | 0     |   |
| CE2208 | 40    |       |       |       |       |   |
| CE2209 | 36.4  |       |       |       | 0     |   |
| CE2210 | 22.7  |       |       |       |       |   |
| CE2211 | 348   |       |       |       |       |   |
| CE2212 | 124   |       |       |       |       |   |

|        |      |       |       |       |       |       |
|--------|------|-------|-------|-------|-------|-------|
| CE2213 | 0.14 |       |       |       | 0.19  |       |
| CE2214 | 0.92 |       |       |       | 0     |       |
| CE2215 | 163  |       |       | 1.16  | 0.83  | 0.63  |
| CE2216 | 4.1  | 32.1  | 37.15 | 0.77  | 0.47  | 0.25  |
| CE2217 | 5.5  | 28.1  | 41.2  | 1.99  | 0.521 |       |
| CE2218 | 1.6  | 30.5  | 33.15 |       |       |       |
| CE2219 | 537  |       |       |       |       |       |
| CE2220 | 52   |       |       |       |       |       |
| CE2221 | 34   |       |       |       |       |       |
| CE2223 | 0.93 | 34.15 | 36.15 |       |       |       |
| CE2224 | 1    | 43.25 | 66.8  | 1.843 | 1.943 | 1.961 |
| CE2225 | 8.2  | 30.85 | 43.45 |       |       |       |
| CE2226 | 10.3 | 27.55 | 52.25 |       |       |       |
| CE2227 | 40   |       |       | 1.276 | 0.74  | 0.962 |
| CE2228 | 40   |       |       | 0.714 | 1.393 | 0.409 |
| CE2229 | 9.5  | 31.25 | 48.2  |       |       |       |
| CE2230 | 2.6  | 37.7  | 37.8  |       | 0     |       |
| CE2231 | 16   |       |       | 1.226 | 0.787 | 0.531 |
| CE2232 | 0.15 |       |       | 0.44  | 0.44  | 0.26  |
| CE2233 | 41.6 | 54.7  | 55.4  | 0.07  | 0.065 | 0.036 |
| CE2234 | 796  | 39.7  | 35    |       |       |       |
| CE2235 | 9.5  | 19.75 | 13.25 |       |       |       |
| CE2236 | 7.1  | 31.9  | 31.75 |       |       |       |
| CE2237 | 3    | 34.6  | 42.6  | 1.02  | 1.8   | 0.84  |
| CE2238 | 162  | 10.1  | 18.8  | 2.573 | 1.739 | 1.028 |
| CE2239 | 43   | 11.9  | 11.3  | 1.46  | 1.15  | 0.71  |
| CE2240 | 30   | 16.8  | 13.5  | 1.12  | 0.5   | 0.29  |
| CE2241 | 14   | 18.6  | 31.7  | 0.598 | 0.289 | 0.078 |
| CE2242 | 27   | 29.4  | 40.7  |       |       |       |
| CE2243 | 11   | 48    | 54.9  | 2.801 | 2.104 | 1.598 |
| CE2244 | 78.5 |       |       |       |       |       |
| CE2245 | 24   | 34.7  | 39.3  |       |       |       |
| CE2246 | 18.5 | -2.3  | 32.6  | 1.182 | 0.837 | 0.496 |
| CE2247 | 62.4 | 13.3  | 21.2  | 1.017 | 0.572 | 0.186 |
| CE2248 | 3.1  | 39.4  | 63.2  | 1.65  | 1.58  | 1.22  |
| CE2249 | 13   | 22.4  | 42.4  | 1.179 | 0.704 | 0.213 |
| CE2250 | 6.9  | 27.4  | 48.6  |       |       |       |
| CE2251 | 0.43 | 54.1  | 74.5  | 1.63  | 1.11  | 0.73  |
| CE2252 | 1.9  | 45.4  | 65.2  | 0.114 | 0.188 | 0.1   |
| CE2253 | 11   | 31.9  | 45.9  | 0.282 | 0.246 | 0.163 |
| CE2254 | 2.4  | 57.2  | 58.4  | 1.751 | 1.575 | 2.316 |
| CE2255 | 18   | 20.7  | 42    |       |       |       |
| CE2256 | 16   | 24    | 47.8  | 0.9   | 0.33  | 0.2   |
| CE2257 | 30   | 48.3  | 61.4  |       |       |       |
| CE2258 | 3.7  | 42.9  | 38.1  | 1.624 | 1.5   | 1.212 |
| CE2259 | 3.3  | 43    | 59.6  | 0.597 | 0.846 | 0.502 |
| CE2260 | 0.39 | 68.3  | 59.7  | 3.532 | 3.053 | 1.894 |
| CE2261 | 0.36 |       |       |       |       |       |
| CE2262 | 0.42 |       |       |       |       |       |
| CE2263 | 0.67 |       |       |       |       |       |

**Example 113 – *Ex vivo* inhibition of elastase**

Sixty (60) minutes after the oral administration of an inhibitor with an appropriate vehicle, a blood sample (0.9 ml) is collected through the abdominal aorta by a syringe containing 0.1 ml of a 3.8% sodium citrate solution.

- 5 The blood sample is processed as follows: 60  $\mu$ l of (final 0.1-1 mg/ml) a suspended solution of opsonized zymosan in Hank's buffer is added to the preincubated whole blood (540  $\mu$ l) for 5 minutes at 37 °C, and the resulting mixture is incubated for 30 minutes at the same temperature. The reaction is terminated by immersing the test tube into ice water. The reaction mixture is then centrifuged at
- 10 3,000 rpm for 10 minutes at 4 °C. Twenty (20)  $\mu$ l each of the resulting supernatant (the Sample) is measured for elastase activity.

The mixture consisting of the following components is incubated for 24 hours at 37 °C, and then optical density is measured at 405 nm:

|    |                                   |             |
|----|-----------------------------------|-------------|
| 15 | 0.2 M tris-HCl buffer (pH 8.0)    | 100 $\mu$ l |
|    | 2.5 M NaCl                        | 40 $\mu$ l  |
|    | Distilled water                   | 36 $\mu$ l  |
|    | 50 mM solution of a substrate (*) | 4 $\mu$ l   |
|    | The Sample                        | 20 $\mu$ l  |

20 \*N-Methylsuccinyl-Ala-Ala-Pro-Val-p-nitroanilide

- A test sample mixed with 1-methyl-2-pyrrolidone instead of the substrate is regarded as Substrate (-). A test sample mixed with saline instead of the Sample is regarded as Blank. The remaining elastase activity in the Sample is calculated according to the following:
- 25

optical density of Substrate (+) - (optical density of Substrate (-) + optical density of Blank)

as a total production of p-nitroaniline over 24 hours based on a standard curve for the amount of p-nitroaniline.

30

An average activity is calculated based on the test sample of 5-6 animals. An agent at 3, 10 or 30 mg/kg is orally given by a forced administration to a 24 hour fasted animal at 60 minutes before the blood sampling. Optical density is measured by SPECTRA MAX 250 (Molecular Devices).



alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -OC(O)-, -NHC(O)- or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homophenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

R<sub>4</sub> is benzyl.

2. A compound of claim 1 wherein R<sub>4</sub>-A- is benzyloxycarbonyl.

3. A compound of claim 2 wherein R<sub>1</sub> is arylalkyl.

4. A compound of claim 3 wherein R<sub>1</sub> is 3,5-dimethylbenzyl.

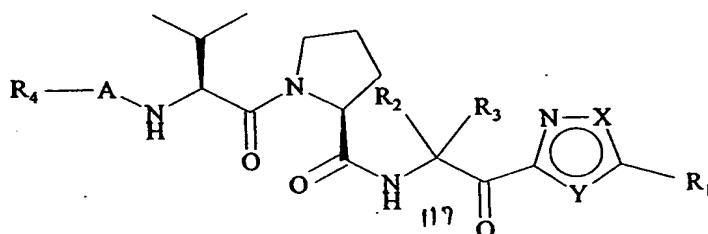


5. The compound of claim 4: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-dimethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
6. A compound of claim 3 wherein R<sub>1</sub> is 3,5-dimethoxybenzyl.
- 5 7. The compound of claim 6: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-dimethoxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
8. A compound of claim 3 wherein R<sub>1</sub> is 3,5-ditrifluoromethylbenzyl.
9. The compound of claim 8: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-ditrifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 10 10. A compound of claim 3 wherein R<sub>1</sub> is 3-methylbenzyl.
11. The compound of claim 10: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 15 12. A compound of claim 3 wherein R<sub>1</sub> is 4-phenylbenzyl.
13. The compound of claim 12: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(4-phenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 20 14. A compound of claim 3 wherein R<sub>1</sub> is 3-phenylbenzyl.
15. The compound of claim 14: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-phenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
16. A compound of claim 3 wherein R<sub>1</sub> is 3-phenoxybenzyl.
- 25 17. The compound of claim 16: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-phenoxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
18. A compound of claim 3 wherein R<sub>1</sub> is 3,5-diphenylbenzyl.
19. The compound of claim 18: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-diphenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 30 20. A compound of claim 3 wherein R<sub>1</sub> is 4-dimethylaminobenzyl.

21. The compound of claim 20: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(4-dimethylaminobenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
22. A compound of claim 2 wherein  $R_1$  is alkyl(aryl)<sub>2</sub>.
- 5 23. A compound of claim 22 wherein  $R_1$  is diphenylmethine.
24. The compound of claim 23: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(diphenylmethine)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
25. A compound of claim 2 wherein  $R_1$  is  $\alpha,\alpha$ -dialkyl-arylalkyl.
- 10 26. A compound of claim 25 wherein  $R_1$  is  $\alpha,\alpha$ -dimethyl-(3-trifluoromethyl)benzyl.
27. The compound of claim 26: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-( $\alpha,\alpha$ -dimethyl-[3-trifluoromethyl]benzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 15 28. A compound of claim 2 wherein  $R_1$  is alkyl fused (C<sub>9</sub>-C<sub>10</sub>)aryl.
29. A compound of claim 28 wherein  $R_1$  is 1-naphthylmethylene.
30. The compound of claim 29: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(1-naphthylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 20 31. A compound of claim 28 wherein  $R_1$  is 2-naphthylmethylene.
32. The compound of claim 31: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(2-naphthylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
33. A compound of claim 2 wherein  $R_1$  is alkyl fused arylcycloalkyl.
- 25 34. A compound of claim 33 wherein  $R_1$  is 3,4-methylenedioxybenzyl.
35. The compound of claim 34: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,4-methylenedioxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
36. A compound of claim 2 wherein  $R_1$  is arylalkyl comprising one or more  
30 heteroatoms.
37. A compound of claim 36 wherein  $R_1$  is 3-pyridylmethylene.

38. The compound of claim 37: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-pyridylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
39. A compound of claim 2 wherein R<sub>1</sub> is alkylcycloalkyl comprising one or more heteroatoms.
40. A compound of claim 39 wherein R<sub>1</sub> is morpholino-N-ethylene.
41. The compound of claim 40: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(morpholino-N-ethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
42. A compound of claim 2 wherein R<sub>1</sub> is alkyl substituted with dialkylamine.
43. A compound of claim 42 wherein R<sub>1</sub> is dimethylamino-N-ethylene.
44. The compound of claim 43: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(dimethylamino-N-ethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
45. A compound of claim 2 wherein R<sub>1</sub> is alkyl substituted with carboalkoxy.
46. A compound of claim 45 wherein R<sub>1</sub> is carbomethoxyethylene.
47. The compound of claim 46: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(carbomethoxyethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
48. A compound of claim 2 wherein R<sub>1</sub> is alkylcycloalkyl.
49. A compound of claim 48 wherein R<sub>1</sub> is adamantylmethylene.
50. The compound of claim 49: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(adamantylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
51. A compound of claim 48 wherein R<sub>1</sub> is cyclohexylmethylene.
52. The compound of claim 51: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(cyclohexylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
53. A compound of the formula:

30



wherein:

X is O and Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, alkylamino, dialkylamino, alkylenedioxy, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; cycloalkyl, cycloalkenyl, alkylcycloalkyl, alkenylcycloalkyl, alkylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl-fused (C<sub>5</sub>-C<sub>12</sub>)-aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio.

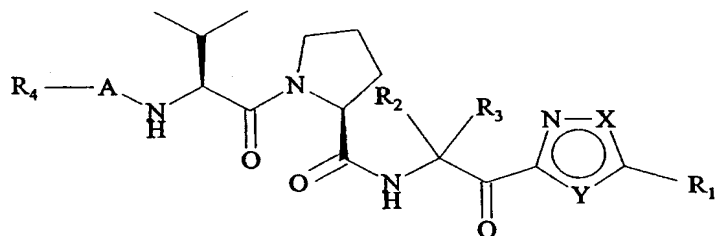
R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R° or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -C(O)-, -NHC(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homophenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl,

- dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and
- 5 lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and
- 10  $R_4$  is H, alkyl, alkenyl or alkynyl; or cycloalkyl, alkylcycloalkyl,  $(C_5-C_{12})$ aryl,  $(C_5$  or  $C_7-C_{12})$ arylalkyl, fused  $(C_5-C_{12})$ aryl-cycloalkyl or fused alkyl  $(C_5-C_{12})$ aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy,
- 15 carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio.

54. A compound of claim 53 wherein  $R_1$  is optionally substituted arylalkyl.
55. A compound of claim 54 wherein  $R_1$  is 3-trifluoromethylbenzyl.
- 20 56. A compound of claim 55 wherein -A- is -C(O)-.
57. A compound of claim 56 wherein  $R_4$  is pyridinyl.
58. The compound of claim 57: 3-Pyridylcarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 25 59. A compound of claim 55 wherein A is -OC(O)-.
60. A compound of claim 59 wherein  $R_4$  is methyl.
61. The compound of claim 60: Methyloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 30 62. A compound of claim 59 wherein  $R_4$  is isopropyl.
63. The compound of claim 63: Isopropyloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.

64. A compound of claim 56 wherein R<sub>4</sub> is 4-pyridinylmethylene.
65. The compound of claim 64: 4-Pyridylmethylenecarboxyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 5 66. A compound of claim 55 wherein A is -S(O)<sub>2</sub>-.
67. A compound of claim 66 wherein R<sub>4</sub> is alkyl.
68. A compound of claim 67 wherein R<sub>4</sub> is methyl.
69. The compound of claim 68: Methylsulfonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 10 70. A compound of the formula:



wherein:

- 15 X is N and Y is O;
- R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, alkylamino, dialkylamino, alkylenedioxy, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; cycloalkyl, cycloalkenyl,
- 20 alkylcycloalkyl, alkenylcycloalkyl, alkylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl, or alkyl-fused (C<sub>5</sub>-C<sub>12</sub>)-aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl,
- 25 carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;
- R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino,

alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -C(O)-, -NHC(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

R<sub>4</sub> is H, alkyl, alkenyl or alkynyl; or cycloalkyl, alkylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio.

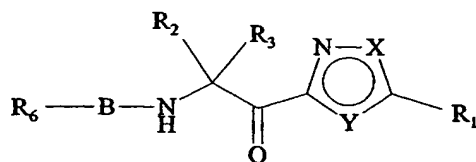
71. A compound of claim 70 wherein -A- is -OC(O)-.
72. A compound of claim 71 wherein R<sub>4</sub>- is benzyl.
73. A compound of claim 72 wherein R<sub>1</sub> is alkyl fused aryl-cylcoalkyl.
- 5 74. A compound of claim 73 wherein R<sub>1</sub> is 3,4-methylenedioxybenzyl.
75. The compound of claim 74: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
76. A compound of claim 73 wherein R<sub>1</sub> is alkyl.
- 10 77. A compound of claim 76 wherein R<sub>1</sub> is methyl.
78. The compound of claim 77: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
79. A compound of claim 72 wherein R<sub>1</sub> is dialkylamino.
80. A compound of claim 79 wherein R<sub>1</sub> is dimethylamino.
- 15 81. The compound of claim 80: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-dimethylamino-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
82. A compound of claim 72 wherein R<sub>1</sub> is arylalkyl.
83. A compound of claim 82 wherein R<sub>1</sub> is 3-methylbenzyl.
- 20 84. A compound of claim 83: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
85. A compound of claim 83 wherein R<sub>2</sub> and R<sub>3</sub> are alkyl.
86. A compound of claim 85 wherein R<sub>2</sub> and R<sub>3</sub> are each methyl.
- 25 87. A compound of claim 86: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-1-methylethyl]-L-prolinamide.
88. A compound of claim 72 wherein R<sub>1</sub> is benzyl optionally substituted with haloalkyl.
89. A compound of claim 88 wherein R<sub>1</sub> is benzyl optionally substituted with
- 30 trifluoromethyl.
90. A compound of claim 89: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-trifluoromethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.



91. A compound of claim 72 wherein R<sub>1</sub> is benzyl optionally substituted with dialkylamino.
92. A compound of claim 91 wherein R<sub>1</sub> is benzyl optionally substituted with dimethylamino.
- 5 93. A compound of claim 92: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(4-dimethylaminobenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
94. A compound of claim 72 wherein R<sub>1</sub> is alkyl-fused aryl.
95. A compound of claim 94 wherein R<sub>1</sub> is naphthylmethylene.
- 10 96. A compound of claim 95: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(1-naphthylmethylene)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
97. A compound of claim 70 wherein R<sub>1</sub> is arylalkyl.
98. A compound of claim 97 wherein R<sub>1</sub> is 3-methylbenzyl.
- 15 99. A compound of claim 98 wherein R<sub>4</sub>-A- is 3-pyridylcarbonyl.
100. The compound of claim 99: 3-Pyridylcarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
101. A compound of claim 98 wherein A is -OC(O)-.
- 20 102. A compound of claim 101 wherein R<sub>4</sub> is methyl.
103. The compound of claim 102: Methyloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
104. A compound of claim 101 wherein R<sub>4</sub> is isopropyl.
- 25 105. The compound of claim 104: Isopropylloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
106. A compound of claim 101 wherein R<sub>4</sub>- is 4-pyridylmethylene.
107. The compound of claim 106: 4-Pyridylmethylenoxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 30 108. A compound of claim 98 wherein A is -S(O)<sub>2</sub>-.
109. A compound of claim 108 wherein R<sub>4</sub> is alkyl.
110. A compound of claim 109 wherein R<sub>4</sub> is methyl.

111. The compound of claim 110: Methylsulfonyl-L-valyl-N-[1-(3-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
112. A compound of claim 108 wherein R<sub>4</sub> is aryl.
- 5 113. A compound of claim 112 wherein R<sub>4</sub> is phenyl.
114. The compound of claim 113: Phenylsulfonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
115. A compound of claim 70 wherein A is -S(O)<sub>2</sub>-.
- 10 116. A compound of claim 115 wherein R<sub>4</sub> is alkyl.
117. A compound of claim 116 wherein R<sub>4</sub> is methyl.
118. A compound of claim 117 wherein R<sub>1</sub> is α,α-dialkyl-arylalkyl.
119. A compound of claim 118 wherein R<sub>1</sub> is α,α-dimethylbenzyl.
120. The compound of claim 119: Methylsulfonyl-L-valyl-N-[1-(3-[5-(α,α-dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 15 121. A compound of claim 117 wherein R<sub>1</sub> is alkyl.
122. A compound of claim 121 wherein R<sub>1</sub> is *tert*-butyl.
123. The compound of claim 122: Methylsulfonyl-L-valyl-N-[1-(3-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
- 20

- 25
124. A compound of the formula:



124

wherein:

X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and  
 5 optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio, provided that at least one of X or Y is N;

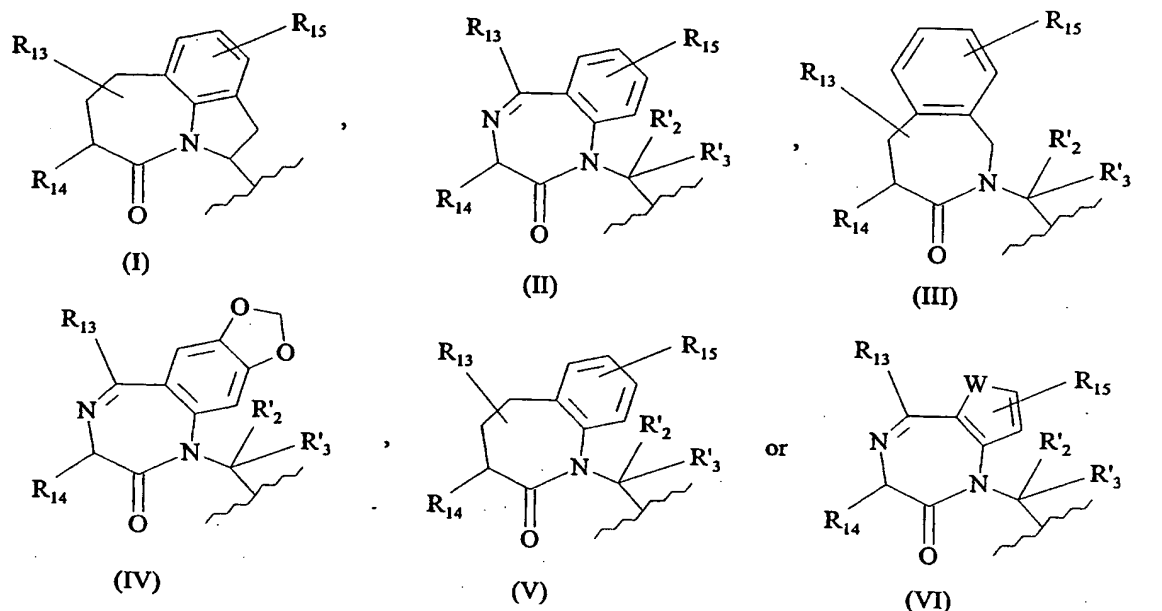
R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with halo, cyano, nitro,  
 10 hydroxyl, haloalkyl, amino, alkylamino, dialkylamino, alkylenedioxy, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; cycloalkyl, cycloalkenyl, alkylcycloalkyl, alkenylcycloalkyl, alkylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl-fused (C<sub>5</sub>-C<sub>12</sub>)-  
 15 arylcycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl,  
 25 alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy,  
 30 haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

B is -S(O)<sub>2</sub>- or -C(O)-; and

R<sub>6</sub> is of the formula:

125



wherein:

$R'_2$  and  $R'_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine;  $-RCOR'$ ,  $-RCOOR'$ ,  $-RNR'R''R^o$  or  $-RC(O)NR'R''$  where R is alkyl or alkenyl, and  $R'$ ,  $R''$  and  $R^o$  are independently H, alkyl, alkenyl, cycloalkyl or  $(C_5-C_6)$ aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl,  $(C_5-C_{12})$ aryl,  $(C_5-C_{12})$ arylalkyl or  $(C_5-C_{12})$ arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide,  $(C_5-C_6)$ aryl,  $-O-(C_5-C_6)$ aryl, arylcarboxamide, alkylthio or haloalkylthio;

$R_{13}$  is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, fused aryl, fused aryl-cycloalkyl or cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

$R_{14}$  is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or cycloalkyl, aryl, arylalkyl, aryloxycarboxamide, arylalkyloxycarboxamide or fused arylcycloalkyl

optionally comprising 1 or more heteratoms selected from N, O and S and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylcarboxamide, arylalkylcarboxamide, alkylthio or haloalkylthio;

5           R<sub>15</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, fused aryl-cycloalkyl, alkyl-fused aryl-cycloalkyl, alkyl-fused aryl, cycloalkyl or alkylcycloalkyl optionally comprising 1 or more heteratoms selected from O, N, or S; and

W is O or S; or C or N is optionally substituted with alkyl, aryl.

10   125. A compound of claim 124 wherein R<sub>6</sub> is of formula (I).

126. A compound of claim 125 wherein R<sub>14</sub> is amino.

127. The compound of claim 126: (2S,5S)-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide

15   128. A compound of claim 124 wherein R<sub>6</sub> is of formula (II).

129. A compound of claim 128 wherein R<sub>13</sub> is optionally substituted aryl or arylalkyl optionally comprising a heteroatom.

130. A compound of claim 129 wherein R<sub>13</sub> is optionally substituted phenyl or benzyl.

20   131. A compound of claim 130 wherein R<sub>13</sub> is phenyl or benzyl.

132. The compound of claim 131: 2-Oxo-5-phenyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

133. A compound of claim 130 wherein R<sub>13</sub> is phenyl or benzyl substituted with halo, haloalkyl or alkoxy.

25   134. The compound of claim 133:

2-Oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-Oxo-5-(4-trifluoromethylphenyl)-1,4 benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

30

135. A compound of claim 130 or 131 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.

136. The compound of claim 135: 3-(R,S)-Amino-2-oxo-5-phenyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

137. A compound of claim 135 wherein R<sub>15</sub> is H, halo or dialkylamino.

5 138. The compound of claim 137:

3-(R,S)-Amino-2-oxo-5-phenyl-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or

10 2-Oxo-5-phenyl-1,4-(2'-dimethylaminobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

139. A compound of claim 137 wherein R<sub>13</sub> is phenyl or benzyl substituted with halo, haloalkyl or alkoxy.

140. The compound of claim 139:

15 (R,S)-3-Amino-2-oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; (R,S)-3-amino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;

20 (R,S)-3-benzyloxycarbonylamino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or

3-(R,S)-Amino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

25 141. A compound of claim 129 wherein R<sub>13</sub> is pyridyl.

142. A compound of claim 141 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.

143. The compound of claim 142:

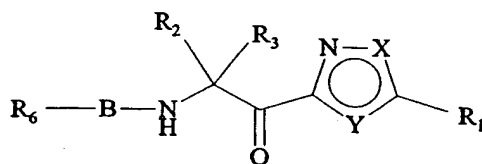
30 3-(R,S)-Amino-2-oxo-5-(2-pyridyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide  
or

2-Oxo-5-(2-pyridyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

144. A compound of claim 128 wherein R<sub>13</sub> is piperidinyl.

145. A compound of claim 144: 2-Oxo-5-(4-piperidinyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
146. A compound of claim 128 wherein R<sub>13</sub> is alkyl.
- 5 147. A compound of claim 146 wherein R<sub>13</sub> is methyl
148. A compound of claim 147 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.
149. A compound of claim 148: 3-(R,S)-Amino-2-oxo-5-methyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.
- 10 150. A compound of claim 128 wherein R<sub>13</sub> is fused aryl-cycloalkyl optionally comprising one or more heteroatoms.
151. A compound of claim 150 wherein R<sub>13</sub> is 3,4-methylenedioxyphenyl.
152. A compound of claim 151 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.
- 15 153. A compound of claim 152: 2-Oxo-5-(3,4-methylenedioxyphenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
154. A compound of claim 124 wherein R<sub>6</sub> is of formula (IV).
- 20 155. A compound of claim 154 wherein R<sub>13</sub> is alkyl.
156. A compound of claim 155 wherein R<sub>13</sub> is methyl.
157. A compound of claim 156 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.
158. A compound of claim 157: 3-(R,S)-Amino-2-oxo-5-methyl-1,4-(2',3'-methylenedioxy)-benzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.
- 25 159. A compound of claim 124 wherein R<sub>6</sub> is of formula (VI).
160. A compound of claim 159 wherein W is S.
161. A compound of claim 160 wherein R<sub>15</sub> is H, aryl or arylalkyl.
- 30 162. A compound of claim 161 wherein R<sub>15</sub> is benzyl or phenyl.
163. A compound of claim 162 wherein R<sub>13</sub> is alkyl.
164. A compound of claim 163 wherein R<sub>13</sub> is methyl.
165. A compound of claim 164 wherein R<sub>14</sub> is H, amino or benzyloxycarbonylamino.

166. A compound of claim 165: 3-(R,S)-Amino-2-oxo-5-methyl-1,4-(1-thiophenodiazepine)-N-[1-(2-[5-(3-methybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
167. A compound of the formula:



5 wherein

X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio, provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1 or more, preferably 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

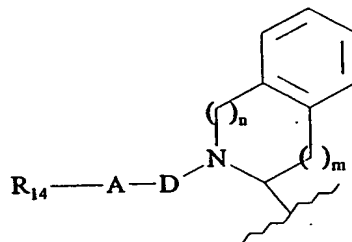
R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R<sup>o</sup> or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R<sup>o</sup> are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4



heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

B is -S(O)<sub>2</sub>-, -C(O)-, -OC(O)- or -CH<sub>2</sub>-C(O)-; and

R<sub>6</sub> is of formula (I)



(I)

wherein m and n are independently 0 or 1;

D is a direct bond or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, indoline-2-carboxylic acid tetrahydroisoquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl, haloalkenyl, alkynyl, halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkoxy, haloalkoxy, carbonyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; or lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl or alkoxycarbonylalkyl; or cycloalkyl, cycloalkylalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S;

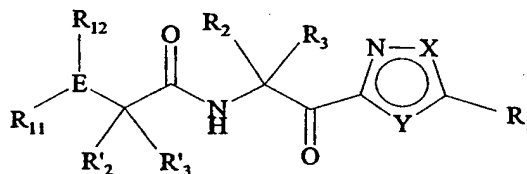
A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -OC(O)- or -C-; and

R<sub>14</sub> is H, alkyl, alkenyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo,

alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; or

$R_6$  is aryl, arylalkyl, cycloalkyl or alkylcycloalkyl.

- 5 168. A compound of claim 167 wherein  $R_6$  is of formula (I).
169. A compound of claim 168 wherein D is Val.
170. A compound of claim 169 wherein  $R_4$ -A is Cbz.
171. The compound of claim 170: Benzyloxycarbonyl-L-(1,2,3,4-tetrahydroisoquinoline)-3-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-
- 10 oxadiazolyl]carbonyl)2-(R,S)-methylpropyl]amide.
172. A compound of claim 167 wherein  $R_6$  is aryl, arylalkyl, cycloalkyl or cycloalkylalkyl.
173. A compound of claim 172 wherein  $R_6$  is arylalkyl.
174. A compound of claim 173 wherein  $R_6$ -B- is benzyloxycarbonyl.
- 15 175. A compound of the formula:



- wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms;  $(C_5-C_6)$ aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl,
- 20 dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

- $R_1$  is alkyl, alkenyl or alkynyl optionally substituted with 1 or more, preferably 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy,
- 25 haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or  $-O-(C_5-C_6)$ aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl,  $(C_5-C_{12})$ aryl,  $(C_5-C_{12})$ arylalkyl,  $(C_5-C_{12})$ arylalkenyl, fused  $(C_5-C_{12})$ aryl-cycloalkyl or alkyl fused  $(C_5-C_{12})$ aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O

and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

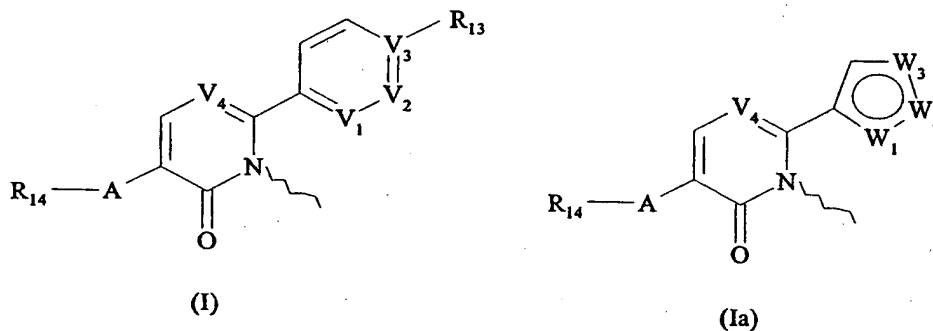
- 5           R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R<sup>o</sup> or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R<sup>o</sup> are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, 10 (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, 15 arylcarboxamide, alkylthio or haloalkylthio;

- R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R<sup>o</sup> or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R<sup>o</sup> are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, 25 keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

- R<sub>11</sub>, R<sub>12</sub> and E together form a monocyclic or bicyclic ring comprising 5-10 atoms selected from C, N, S and O; said ring containing 1 or more keto groups; and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio, haloalkylthio; cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, ((C<sub>5</sub>-C<sub>12</sub>)arylalkyl)OC(O)NH- or

(C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, -C(O)O(alkyl), -C(O)(alkyl), alkylcarboxamide, alkylthio or haloalkylthio.

176. A compound of claim 175 wherein R<sub>11</sub>, R<sub>12</sub> and E together form a ring structure of formula (I) or (Ia):



wherein A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-NH-, -OC(O)NH-, -OC(O)- or -C-;

V<sub>1</sub>, V<sub>2</sub>, V<sub>3</sub> and V<sub>4</sub> are independently C or N;

where V<sub>3</sub> is C; R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; or R<sub>13</sub> is absent;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently selected from N optionally substituted with alkyl; C, S and O.

177. A compound of claim 176 wherein R<sub>11</sub>, R<sub>12</sub> and E together form a ring structure of formula (I).

178. A compound of claim 177 wherein R<sub>14</sub>-A is benzyloxycarboxamide, H<sub>2</sub>N- or H.

179. A compound of claim 178 wherein R<sub>13</sub> is H or halo.

180. A compound of claim 179 wherein V<sub>1</sub>, V<sub>2</sub> and V<sub>3</sub> are C.

181. A compound of claim 180 wherein V<sub>4</sub> is N.

182. The compound of claim 181:

5                   2-[(6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
                  2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
or

10                   2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-pyridyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

183. The compound of claim 181:

15                   2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;

                  2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

20                   2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

184. The compound of claim 181:

25                   2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(4-methoxyphenyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

                  2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-benzyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

30                   2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

185. A compound of claim 177 wherein R<sub>1</sub> is (α,α)-disubstituted arylalkyl or alkyl fused aryl-cycloalkyl, wherein the aryl or fused aryl-cycloalkyl group is optionally substituted.

186. A compound of claim 185 wherein  $R_1$  is ( $\alpha,\alpha$ )-dimethylbenzyl optionally substituted with alkyl, alkoxy or hydroxy.
187. A compound of claim 186 wherein  $R_{13}$  is H or halo.
188. A compound of claim 187 wherein  $R_{14}$ -A- is benzyloxycarboxamide,  $H_2N$ - or H.
189. The compound of claim 188:
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-dihydroxybenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or
- 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide.
190. A compound of claim 185 wherein  $R_1$  is ( $\alpha,\alpha$ )-dimethyl-3,4-methylenedioxybenzyl.
191. The compound of claim 190: 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide.

192. A compound of claim 177 wherein R<sub>1</sub> is alkyl.

193. A compound of claim 192 wherein R<sub>1</sub> is methyl, isopropyl, isobutyl, *n*-butyl or *tert*-butyl.

194. A compound of claim 193 wherein R<sub>13</sub> is H or halo.

5 195. A compound of claim 194 wherein R<sub>14</sub>-A- is benzyloxycarboxamide, H<sub>2</sub>N- or H.

196. The compound of claim 195:

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

10 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

15 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-isopropyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-butyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

20 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;

25 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;

2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

30 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;

2-[6-Oxo-2-phenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-

methylpropyl]acetamide.

197. A compound of claim 77 wherein A is -S(O)<sub>2</sub>- or -S(O)<sub>2</sub>-NH-.

198. A compound of claim 197 wherein R<sub>14</sub> is alkyl.

199. A compound of claim 198 wherein R<sub>1</sub> is aryl or arylalkyl optionally substituted with alkyl.

200. The compound of claim 199: 2-[5-(Methylsulfonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

201. A compound of claim 180 wherein V<sub>4</sub> is C.

202. A compound of claim 177 wherein V<sub>4</sub> is N.

203. A compound of claim 180 wherein R<sub>1</sub> is alkylcycloalkyl.

204. A compound of claim 203 wherein R<sub>1</sub> is methylcyclopropyl.

205. A compound of claim 204 wherein R<sub>13</sub> is H or halo.

206. A compound of claim 205 wherein R<sub>14</sub>-A- is benzyloxycarboxamide, H<sub>2</sub>N- or H.

207. The compound of claim 206:

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

208. The compound of claim 177:

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;



2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

5 or

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

209. A compound of claim 177 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (Ia).

10 210. A compound of claim 209 where W is S.

211. The compound of claim 210: 2-[5-Amino-6-oxo-2-thienyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

212. A compound of claim 177 wherein  $V_2$  is N.

15 213. A compound of claim 212 wherein  $V_1$  and  $V_3$  are C, and  $V_4$  is N.

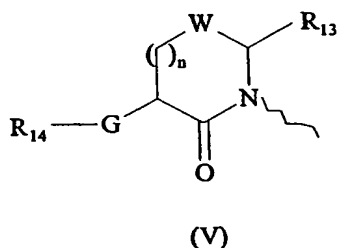
214. A compound of claim 213 wherein  $R_{14}$ -A is H or  $H_2N$ -.

215. The compound of claim 214:

2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

25 216. A compound of claim 175 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (V):



wherein

W is S, SO, SO<sub>2</sub> or C;

n is 0, 1 or 2;

$R_{13}$  is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

5  $R_{14}$  is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteratoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

G is  $-NHC(O)-$ ,  $-OC(O)NH-$ ,  $-C(O)-$ ,  $-S(O)_2-NH-$  or a direct bond.

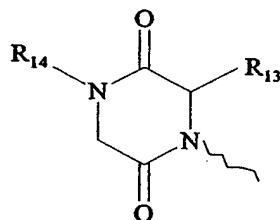
217. A compound of claim 216 wherein  $R_{14}-G$  is  $H_2N$ .

218. A compound of claim 217 wherein  $R_{13}$  is phenyl optionally substituted with halo.

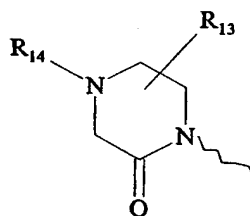
15 219. A compound of claim 217 wherein  $R_{14}-G$  is arylalkyloxycarboxamide.

220. A compound of claim 219 wherein  $R_{14}-G$  is benzyloxycarboxamide and  $R_{13}$  is H.

221. A compound of claim 175 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formulas (VI) or (VIa):



(VI)



(VIa)

20 wherein

$R_{13}$  is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; and

25  $R_{14}$  is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteratoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy,

alkenyl, alkynyl, haloalkoxy, carboalkoxy, arylalkyloxycarbonyl, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio.

222. A compound of claim 221 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (VI).

223. A compound of claim 222 wherein  $R_{14}$  is a fused aryl-cycloalkyl or alkyl  
5 fused aryl-cycloalkyl optionally comprising one or more heteroatoms.

224. A compound of claim 223 wherein  $R_{14}$  is 3,4-methylenedioxybenzyl or 3,4-ethylenedioxybenzyl.

225. The compound of claim 224: 4-[1-(3,4-Methylenedioxybenzyl)-3-(R)-benzylpiperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

226. A compound of claim 221 wherein  $R_{13}$  is aryl or arylalkyl optionally comprising one or more heteroatoms.

227. A compound of claim 226 wherein  $R_{13}$  is benzyl or phenyl.

228. A compound of claim 227 wherein  $R_{14}$  is H

229. A compound of claim 226 wherein  $R_{13}$  is pyridyl.

230. The compound of claim 229:

2-(R,S)-[(Methylene-4-pyridyl) piperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

231. A compound of claim 175 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (VIa).

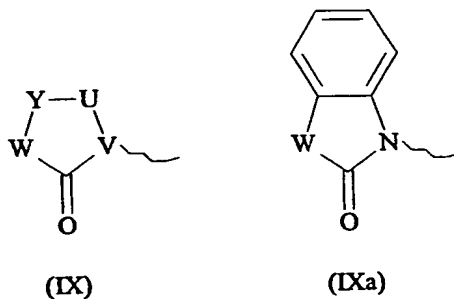
232. A compound of claim 231 wherein  $R_{13}$  is aryl or arylalkyl.

233. A compound of claim 232 wherein  $R_{13}$  is phenyl or benzyl.

234. A compound of claim 231 wherein  $R_{14}$  is Cbz.

235. A compound of claim 231 wherein  $R_{14}$  is H.

236. A compound of claim 175 wherein  $R_{11}$ ,  $R_{12}$  and E form a ring of formula (IX) or (IXa):



wherein

U, V, W and Y are independently or together N, C, C(O), N(R<sub>13</sub>) where R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected  
 5 from O, N and S, and optionally substituted with halo or alkyl; N(R<sub>14</sub>) where R<sub>14</sub> is H, alkyl, alkenyl, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxy, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide,  
 10 aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; or C(R<sub>16</sub>)(R<sub>17</sub>) where R<sub>16</sub> and R<sub>17</sub> are independently or together H, alkyl, alkylthio, alkylthioalkyl; - (CH<sub>2</sub>)<sub>m</sub>C(O)OR or -(CH<sub>2</sub>)<sub>m</sub>C(O)NRR' where m is 1 to 6 and R and R' are independently or together H or alkyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or  
 15 more heteroatoms selected from N, S and non-peroxide O and optionally substituted with amino, alkylamino, dialkylamino, guanidine, carboalkoxy, keto, hydroxy, alkyl, haloalkyl, alkylthio, alkylguanidine, dialkylguanidine or amidine; or together form a cyclic ring structure comprising 4-8 atoms selected from C, N, O and S.

237. A compound of claim 236 wherein R<sub>11</sub>, R<sub>12</sub> and E form a ring of formula (IX).

20 238. A compound of claim 237 wherein U is C(O); V is N; W is N or N(R<sub>13</sub>); and Y is C(R<sub>16</sub>)(R<sub>17</sub>).

239. A compound of claim 238 wherein W is NH.

240. A compound of claim 239 wherein R<sub>16</sub> and R<sub>17</sub> are H.

241. A compound of claim 239 wherein R<sub>16</sub> and R<sub>17</sub> are alkyl.

25 242. A compound of claim 239 wherein R<sub>16</sub> is alkyl and R<sub>17</sub> is H.

243. A compound of claim 242 wherein R<sub>16</sub> is isopropyl.

244. A compound of claim 243 wherein R<sub>1</sub> is benzyl or (α,α)-dimethylbenzyl optionally substituted with alkyl, alkoxy or hydroxy.

245. A compound of claim 244:

30 4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(α,α-dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide;

4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-(α,α-

dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
or

4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

5 246. A compound of claim 238 wherein R<sub>1</sub> is alkyl.

247. A compound of claim 246 wherein R<sub>1</sub> is methyl, isopropyl, isobutyl, *n*-butyl or *tert*-butyl.

248. A compound of claim 247:

10 4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

249. A compound of claim 239 wherein R<sub>16</sub> is optionally substituted aryl or arylalkyl.

15 250. A compound of claim 249 wherein R<sub>16</sub> is benzyl or phenyl optionally substituted with dialkylamino, and R<sub>17</sub> is H.

251. A compound of claim 250 of the formula:

20 [4-(R,S)-(4-Dimethylaminophenyl)]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

4-(R,S)-Phenyl-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

25 252. A compound of claim 249 wherein R<sub>16</sub> is benzyl or phenyl optionally substituted with hydroxyl.

253. A compound of claim 238 wherein R<sub>16</sub> is pyridinyl or methylene pyridinyl

254. A compound of claim 250 wherein R<sub>17</sub> is succinimidyl.

255. The compound of claim 254: [4-(R,S)-(4-pyridyl)-4-(R,S)-N-succinimidyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

30

256. A compound of claim 253 wherein R<sub>17</sub> is H.

257. A compound of claim 253 wherein R<sub>17</sub> is alkyl.

258. The compound of claim 257: [4-(R,S)-(2-Pyridyl)-4-(R,S)-methyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide.
259. A compound of claim 239 wherein R<sub>16</sub> and R<sub>17</sub> are phenyl or benzyl.
- 5 260. A compound of claim 259: 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide or 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide.
- 10 261. A compound of claim 239 wherein R<sub>16</sub> and R<sub>17</sub> together form a cyclic ring structure.
262. A compound of claim 261 wherein R<sub>16</sub> and R<sub>17</sub> together are -CH<sub>2</sub>-(CH<sub>2</sub>)<sub>2</sub>-CH<sub>2</sub>-.
263. A compound of claim 261 wherein R<sub>16</sub> and R<sub>17</sub> together are -CH<sub>2</sub>-(CH<sub>2</sub>)<sub>3</sub>-CH<sub>2</sub>-.
- 15 264. A compound of claim 239 wherein R<sub>16</sub> is fused aryl.
265. A compound of claim 264 wherein R<sub>16</sub> is indolyl.
266. A compound of claim 265:  
 4-(R)-(3-Indolyl)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
 4-(R)-(3-Indolyl)-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
- 20 267. A compound of claim 239 wherein R<sub>16</sub> is -(CH<sub>2</sub>)<sub>m</sub>C(O)OR.
268. A compound of claim 267 wherein R is methyl.
- 25 269. A compound of claim 239 wherein R<sub>16</sub> is -(CH<sub>2</sub>)<sub>m</sub>C(O)NRR'.
270. A compound of claim 269 wherein R and R' are methyl.
271. A compound of claim 238 wherein W is N(R<sub>13</sub>) where R<sub>13</sub> is cycloalkyl or cycloalkylalkyl optionally comprising 1 or more heteroatoms.
272. A compound of claim 271 wherein R<sub>13</sub> is morpholinoalkyl.
- 30 273. A compound of claim 272 wherein R<sub>16</sub> is aryl or arylalkyl.
274. A compound of claim 273 wherein R<sub>16</sub> is benzyl or phenyl and R<sub>17</sub> is H.
275. A compound of claim 274:  
 1-(N-Morpholinoethyl)-5-(R)-benzyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(R,S)-

methylpropyl]acetamide;

1-(N-Morpholinoethyl)-5-(R,S)-phenyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(R,S)-methylpropyl]acetamide; or

5 1-(N-Morpholinoethyl)-5-(S)-benzyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(R,S)-methylpropyl]acetamide.

276. A compound of claim 238 wherein W is N(R<sub>13</sub>) where R<sub>13</sub> is alkyl.

277. A compound of claim 276 wherein R<sub>13</sub> is methyl.

10 278. A compound of claim 238 wherein W is N(R<sub>13</sub>) and R<sub>13</sub> is aryl or arylalkyl.

279. A compound of claim 278 wherein R<sub>13</sub> is benzyl.

280. A compound of claim 279 wherein R<sub>16</sub> and R<sub>17</sub> are H.

281. A compound of claim 237 wherein U is C(R<sub>16</sub>)(R<sub>17</sub>); V is N; W is N or N(R<sub>13</sub>); and Y is C(O).

15 282. A compound of claim 281 wherein R<sub>16</sub> is aryl or arylalkyl.

283. A compound of claim 282 wherein R<sub>16</sub> is benzyl or phenyl.

284. A compound of claim 283 wherein R<sub>17</sub> is H.

285. A compound of claim 284 wherein W is N(R<sub>13</sub>).

286. A compound of claim 285 wherein R<sub>13</sub> is aryl or arylalkyl.

20 287. A compound of claim 286 wherein R<sub>13</sub> is benzyl or phenyl.

288. A compound of claim 237 wherein U is C(O); V is N; W is NH or N(R<sub>13</sub>); and Y is N(R<sub>13</sub>).

289. A compound of claim 288 wherein R<sub>13</sub> is aryl or arylalkyl.

290. A compound of claim 289 wherein R<sub>13</sub> is phenyl or benzyl.

25 291. A compound of claim 289 wherein W is NH.

292. A compound of claim 289 wherein W is N(R<sub>13</sub>) where R<sub>13</sub> is alkyl.

293. The compound of claim 292: 5-(R,S)-Phenyl-1-methyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)2-(S)-methylpropyl]acetamide.

30 294. A compound of claim 263 wherein R<sub>11</sub>, R<sub>12</sub> and E form a ring of formula (IXa).

295. A compound of claim 294 wherein W is N(R<sub>13</sub>).

296. A compound of claim 295 wherein R<sub>13</sub> is aryl or cycloalkyl optionally comprising 1 or more heteroatoms.

297. A compound of claim 296 where R<sub>13</sub> is piperidinyl.
298. A method of inhibiting one or more serine proteases comprising administering to a host in need of such inhibition an effective amount of a compound of claims 1, 53, 70, 124, 167 or 175.
- 5 299. A method of claim 298 wherein the serine protease is elastase.
300. A method of claim 299 wherein the elastase is human neutrophil elastase.
301. A method of claim 298 wherein said compound is administered orally.
302. A pharmaceutical composition comprising one or more compounds of claims 1, 53, 70, 124, 167 or 175 and a pharmaceutically acceptable carrier.



## General Synthetic Scheme for 1,3,4-Oxadiazole Inhibitors

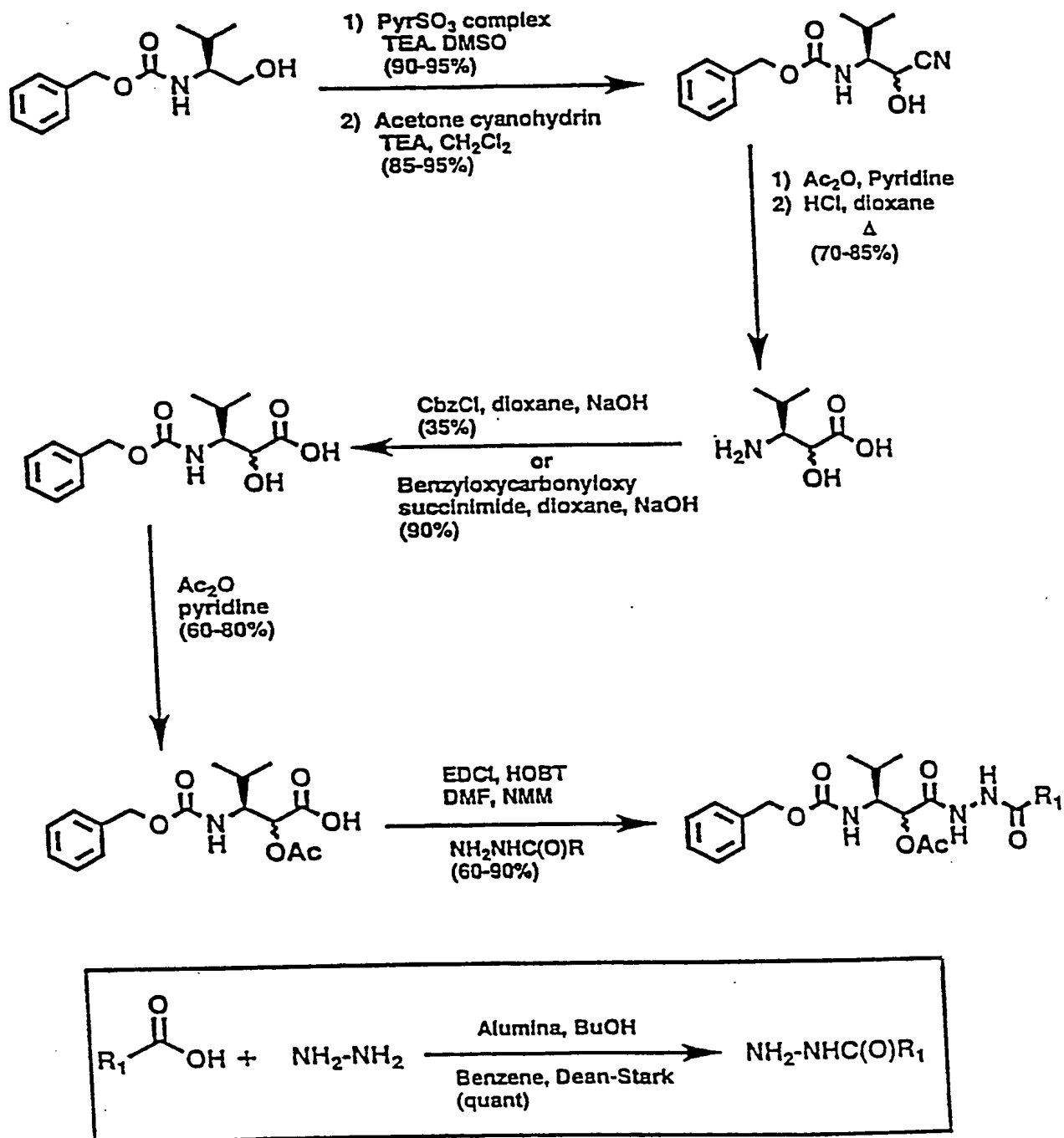


Figure 2

## General Scheme for 1,3,4-Oxadiazole Inhibitors - Continued

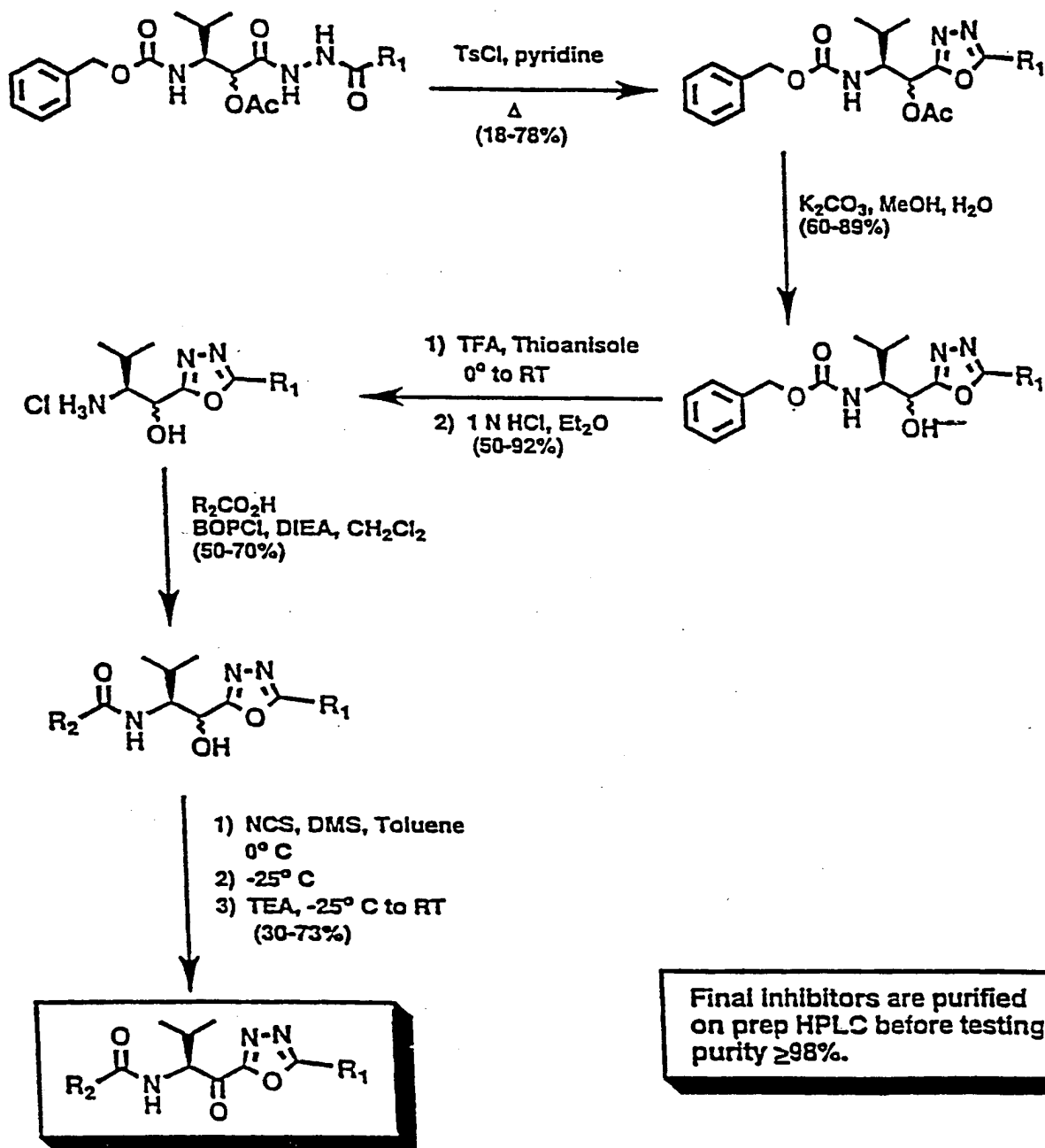


Figure 3

## General Synthetic Scheme for 1,2,4-Oxadiazole Inhibitors

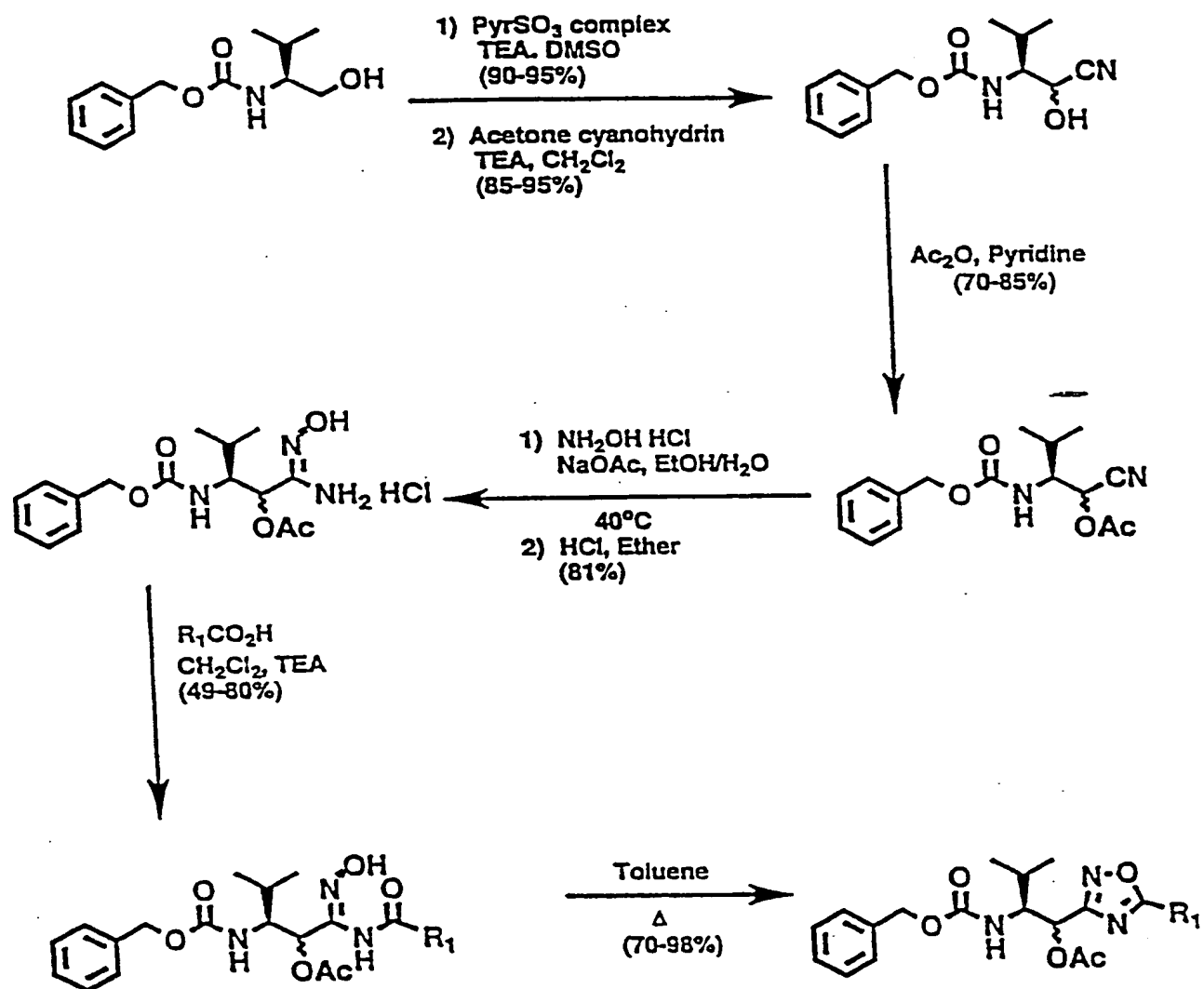
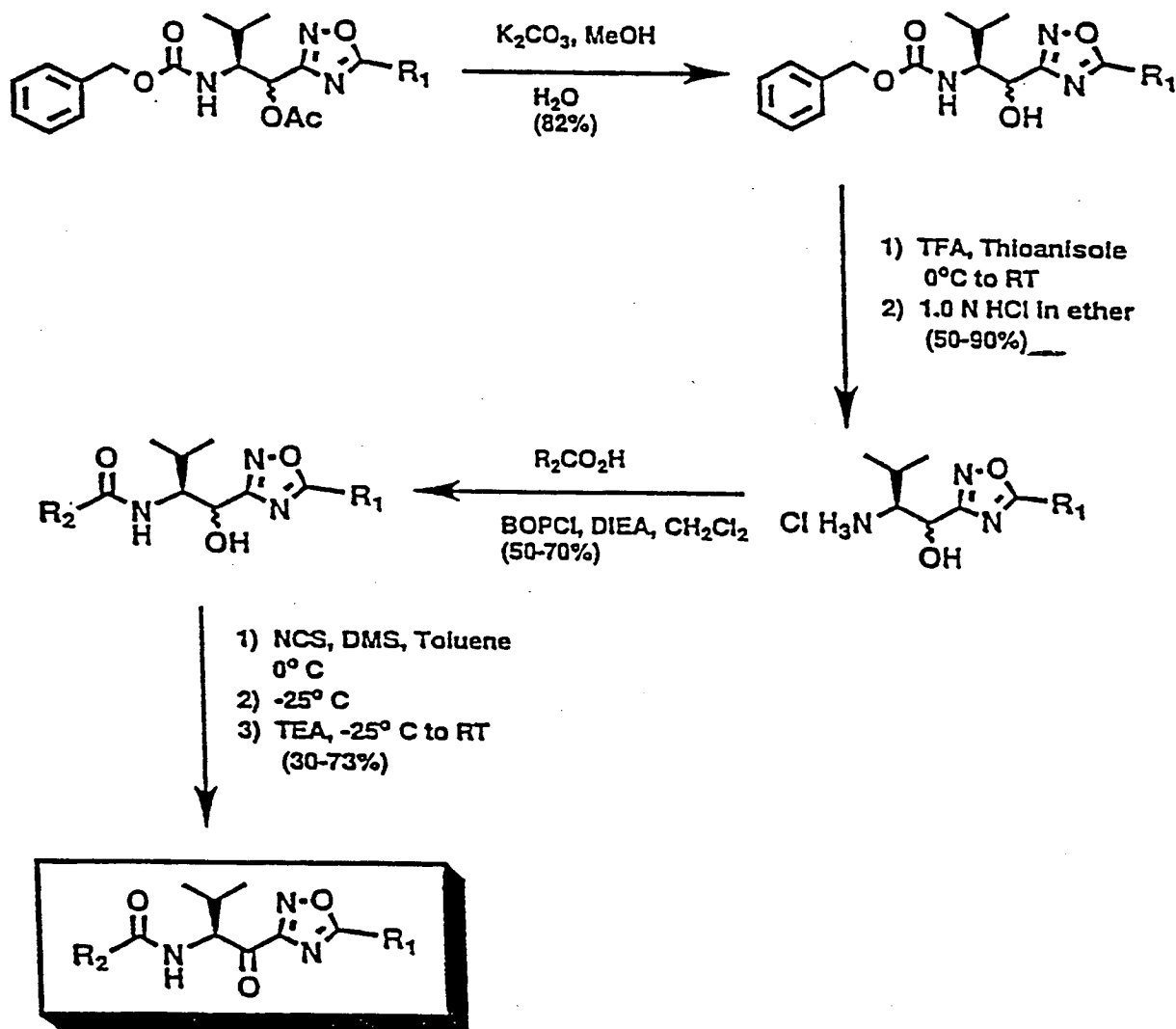
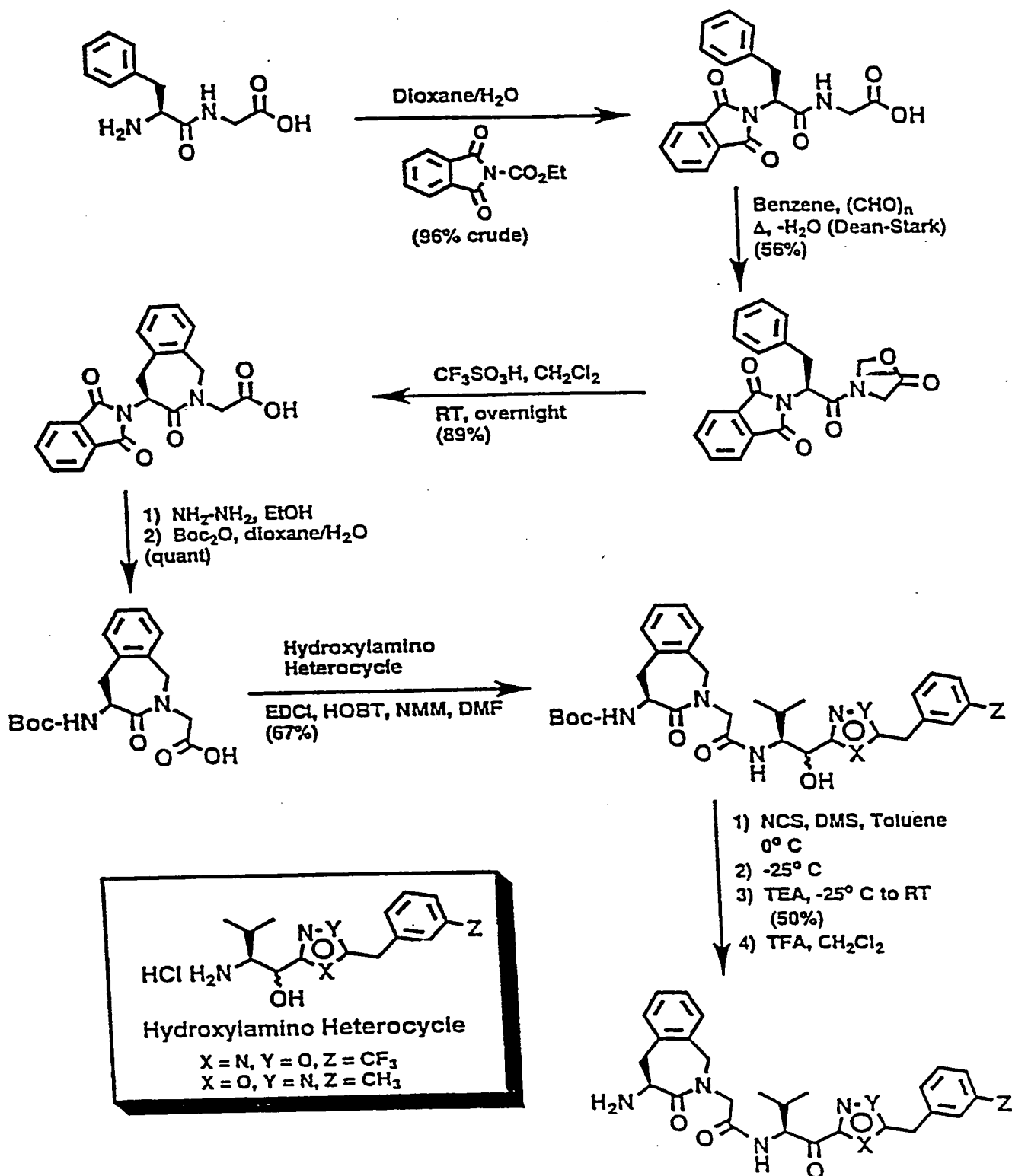
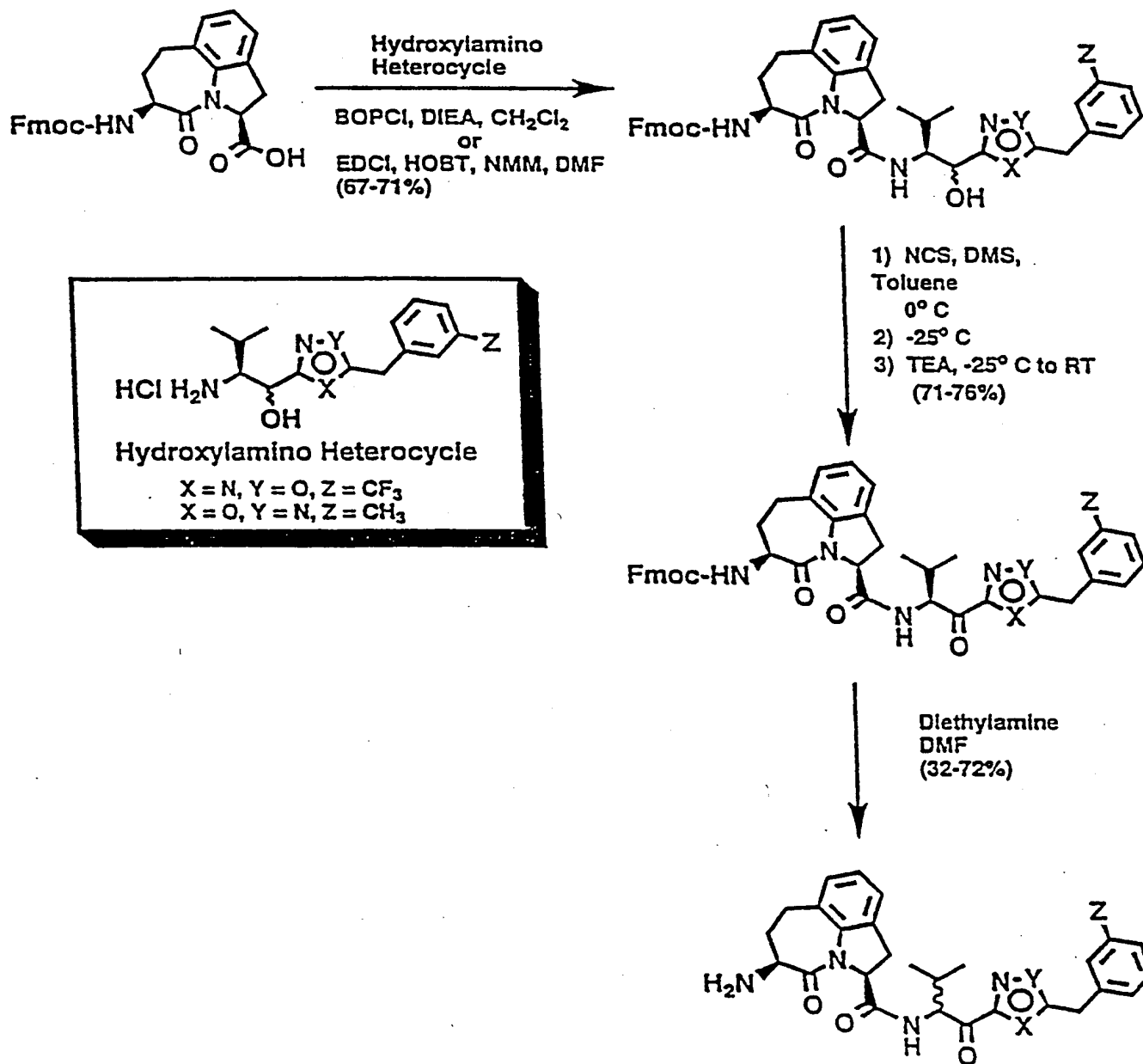


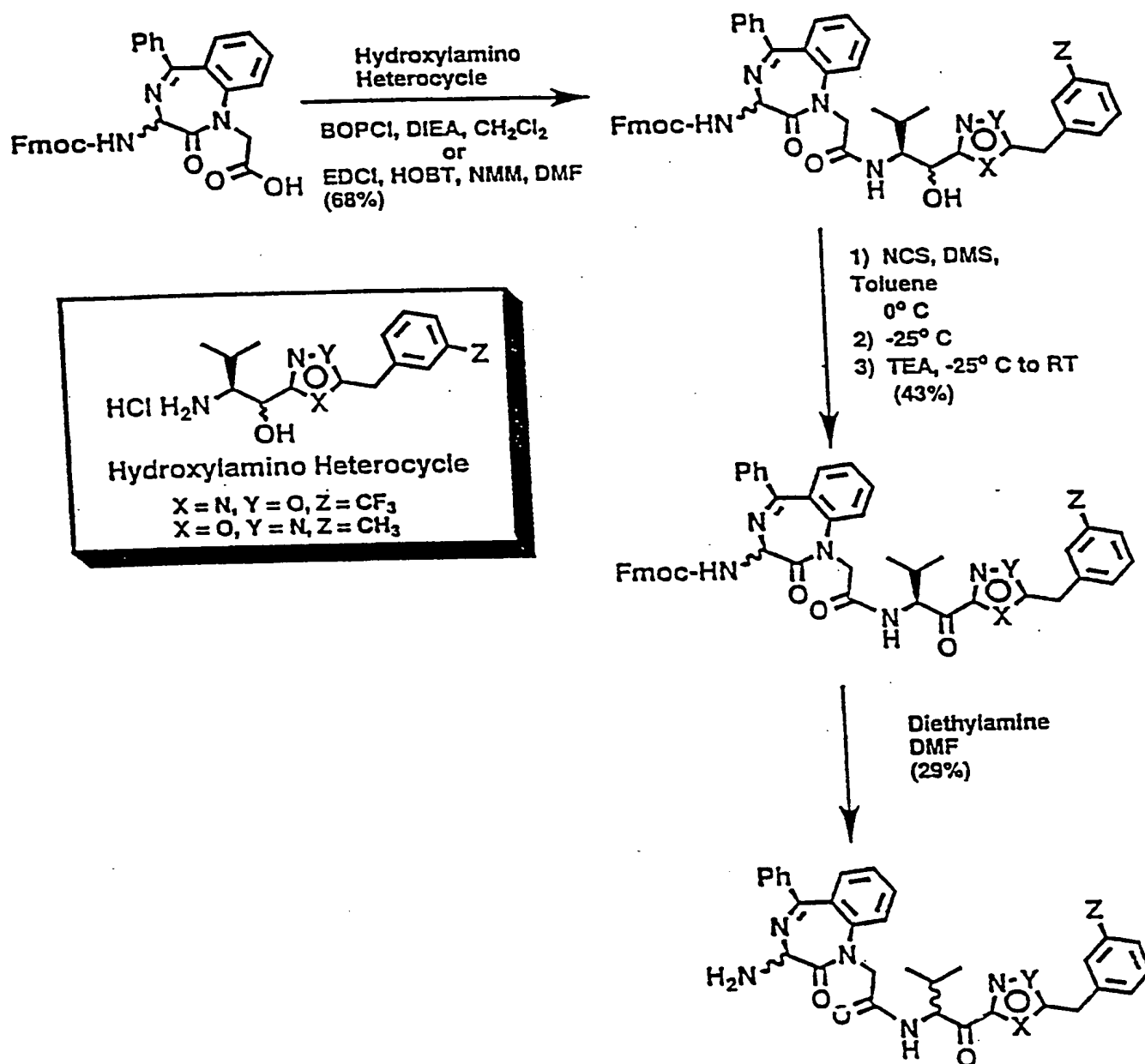
Figure 4

General Synthetic Scheme for 1,2,4-Oxadiazole inhibitors  
(Continued)



General Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Based Inhibitors

Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Inhibitors

Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Inhibitors

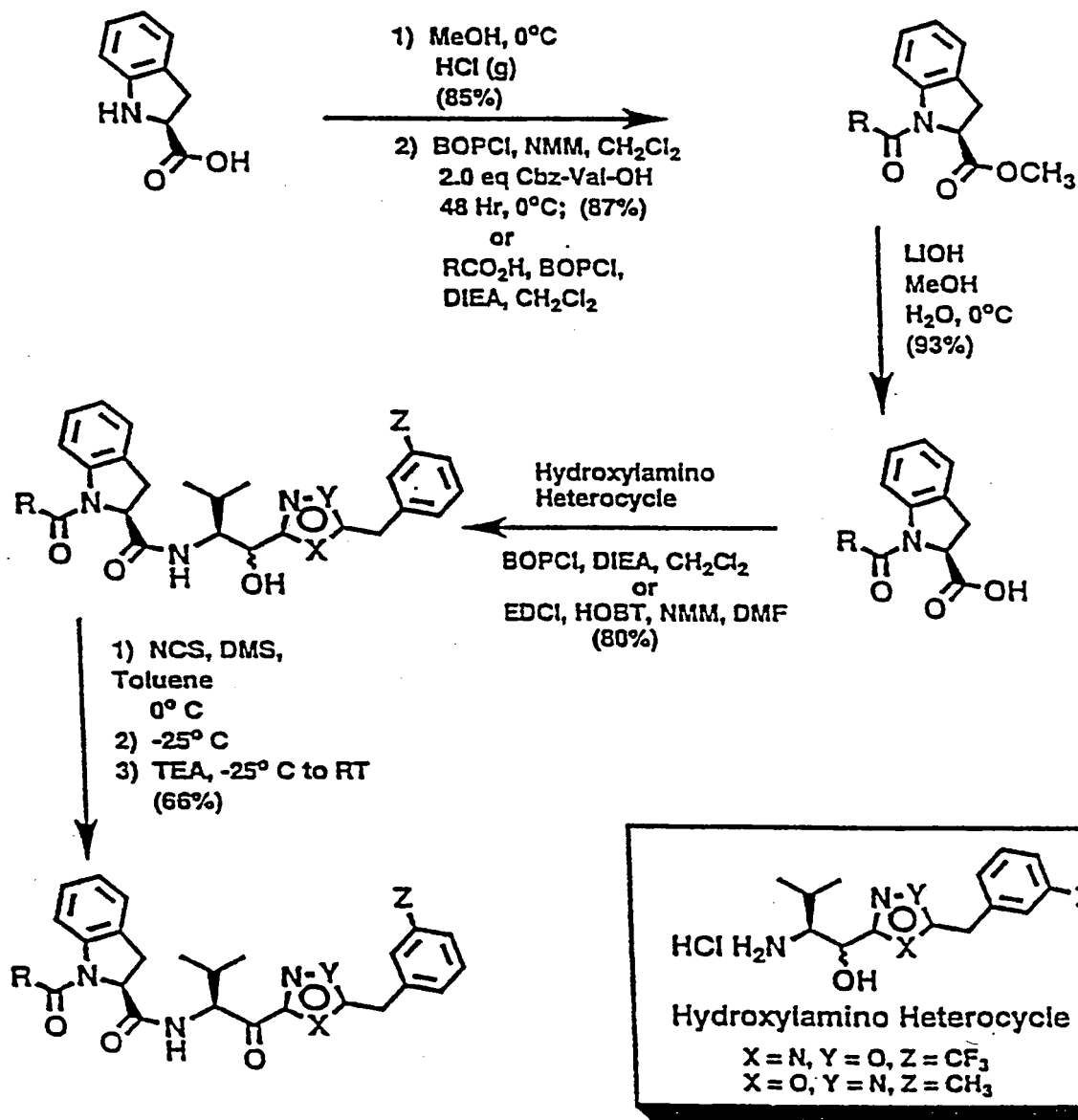
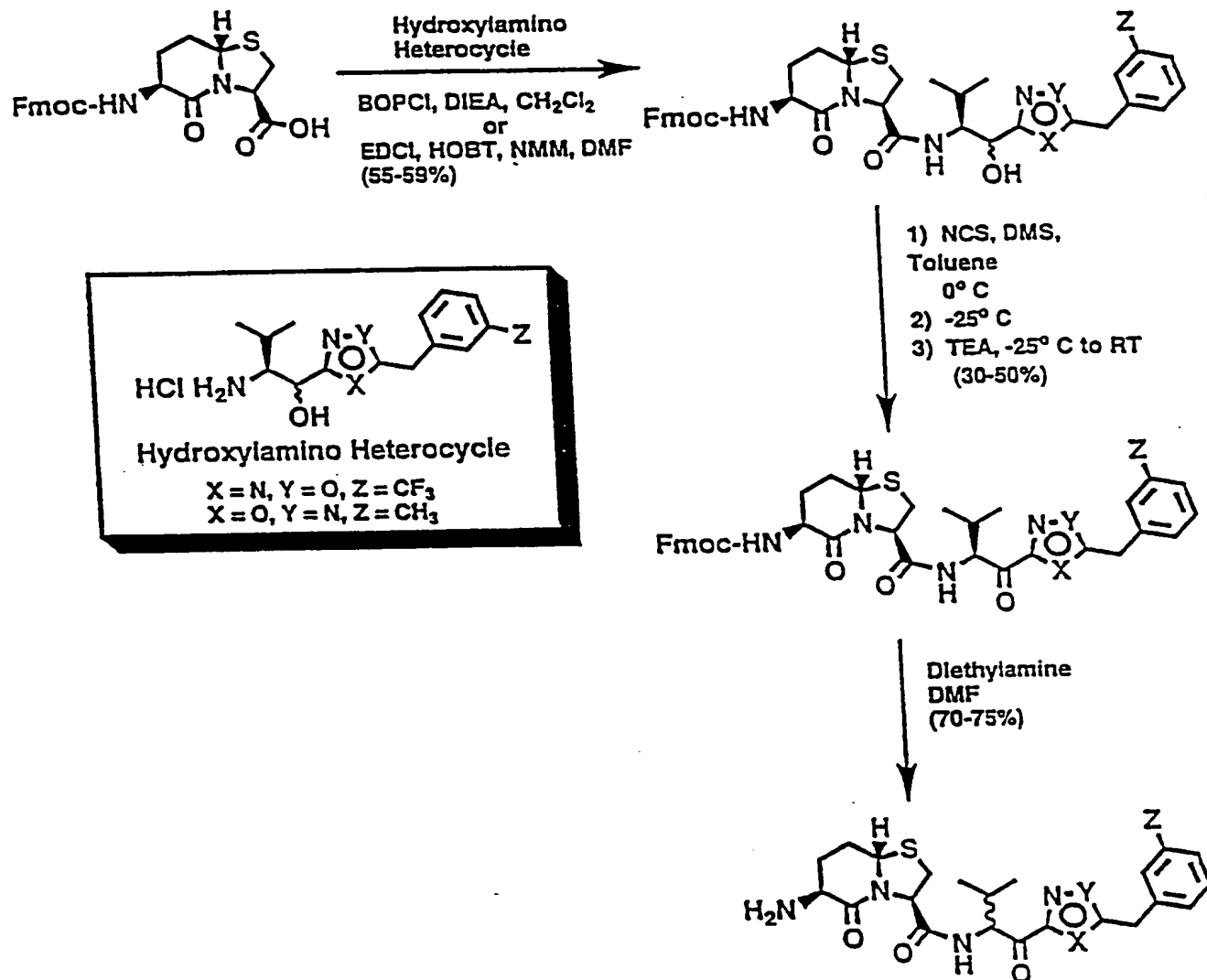
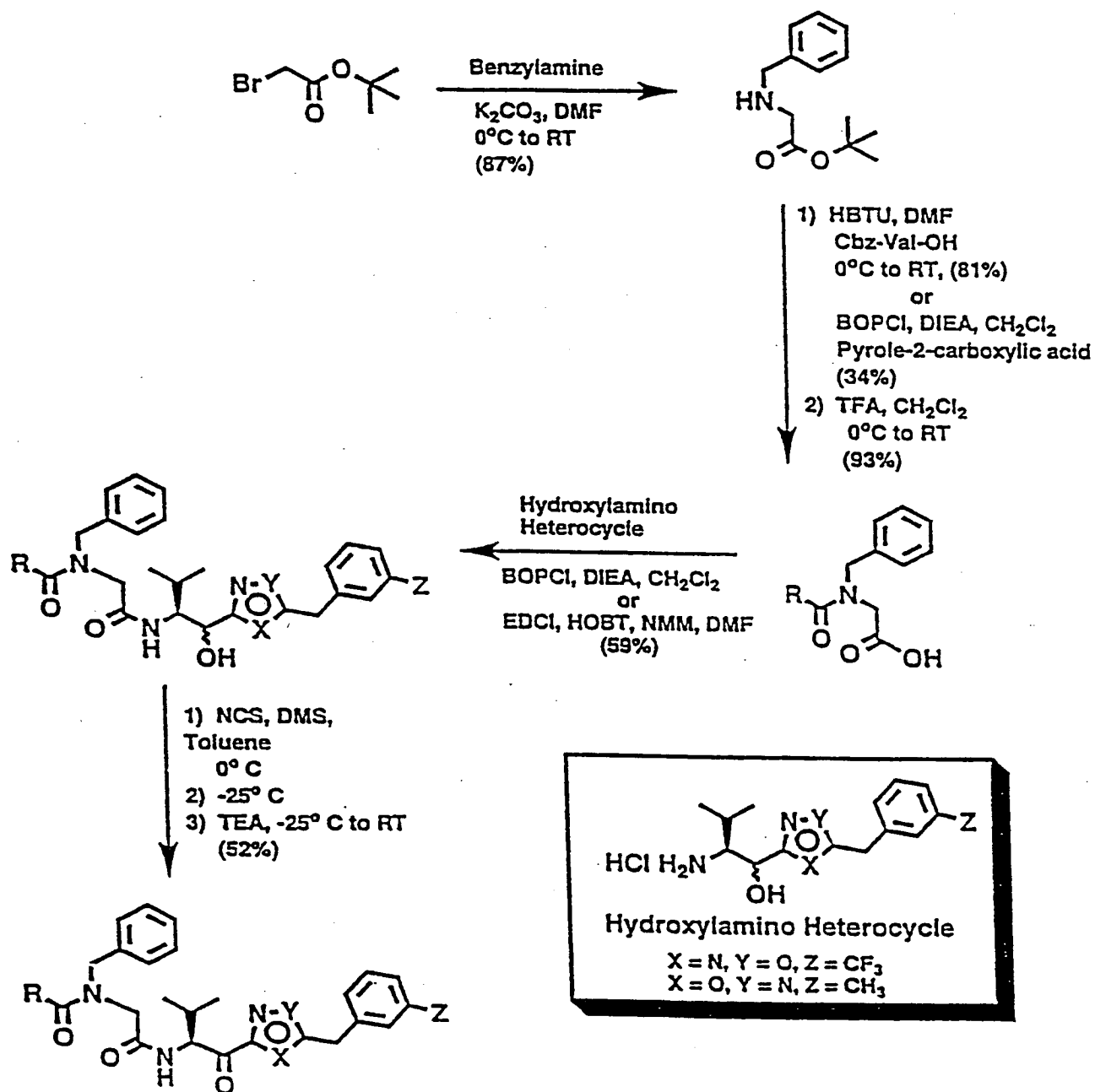
General Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Inhibitors



Figure 9

Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Inhibitors

General Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Modified Inhibitors

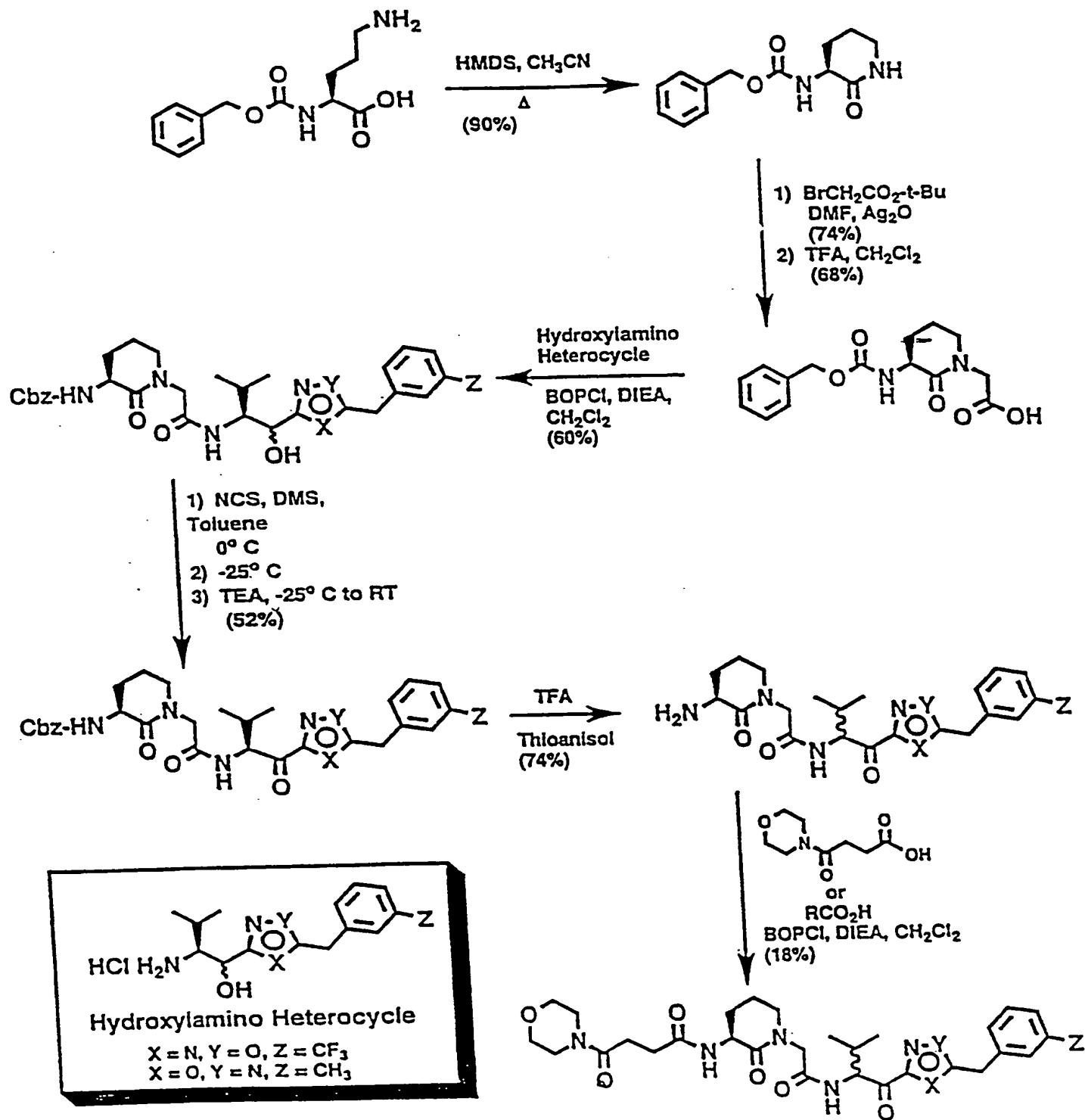
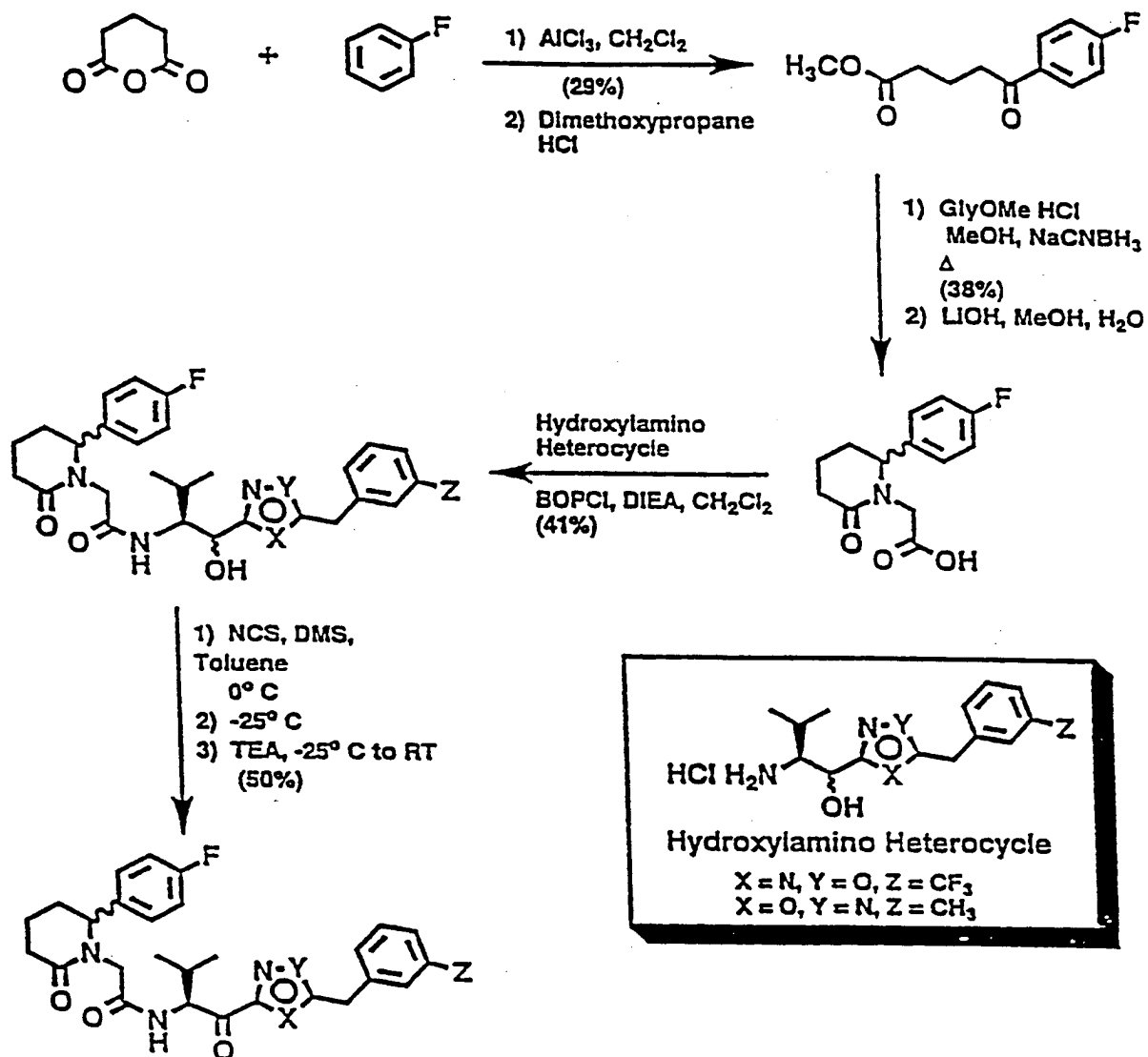
General Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Lactam Based Inhibitors

Figure 12

General Synthetic Scheme for P<sub>2</sub>-P<sub>3</sub> Lactam Based Inhibitors

# General Synthetic Scheme for Metathiazanone Based Inhibitors

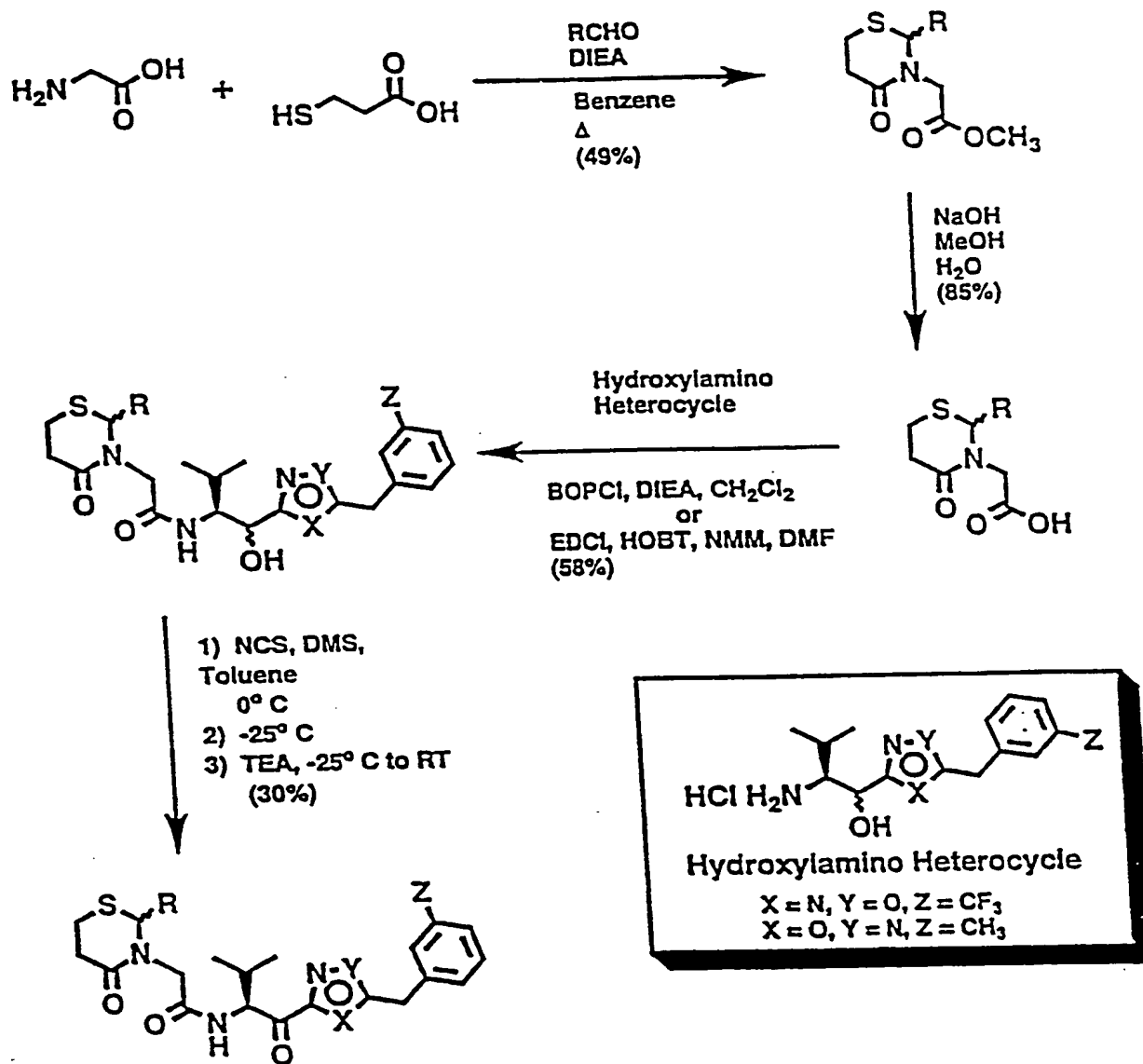


FIGURE 14

# General Synthetic Scheme for Thiazolidinone Based Inhibitors

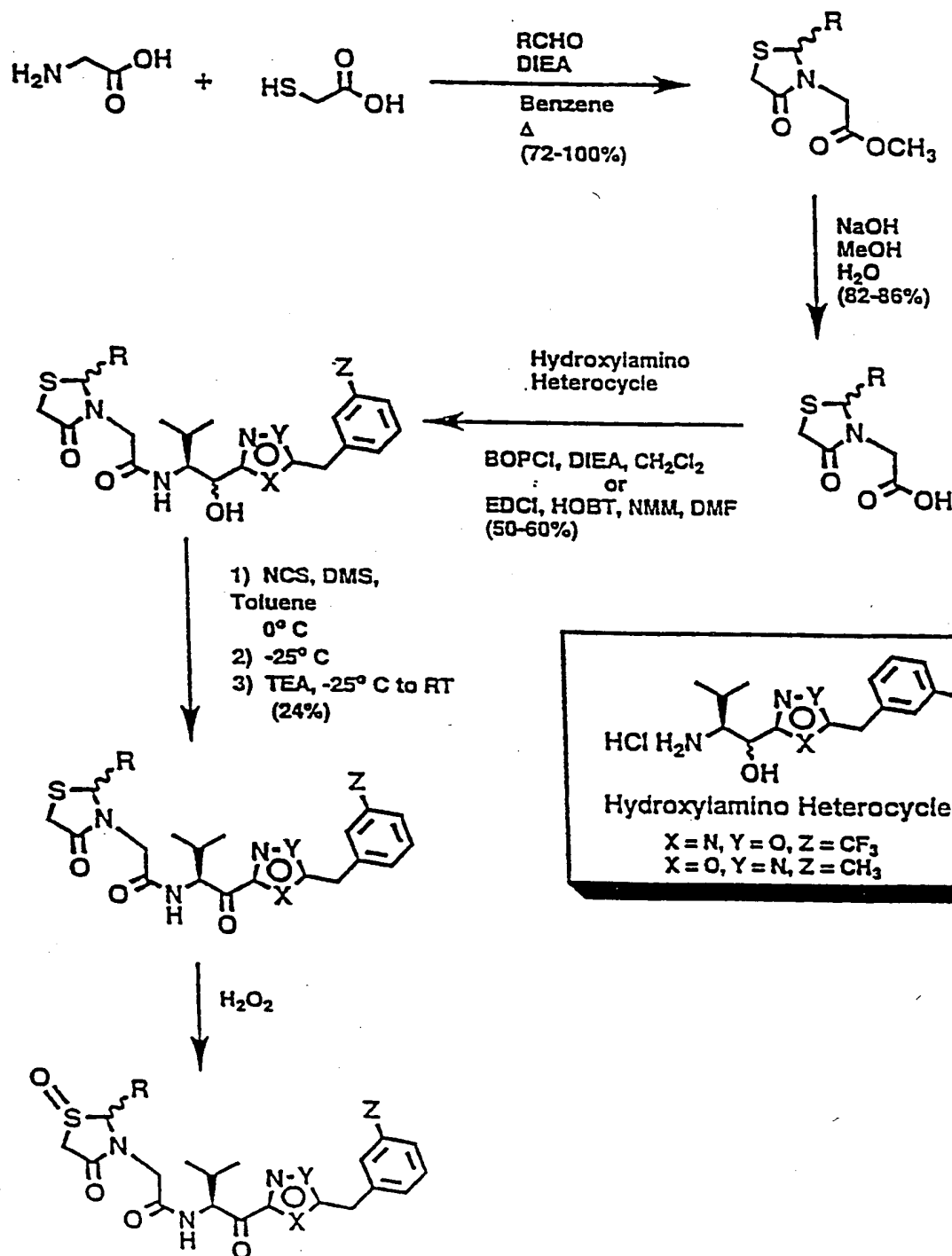


Figure 13

## General Synthetic Scheme for Pyridazinedione Based Inhibitors

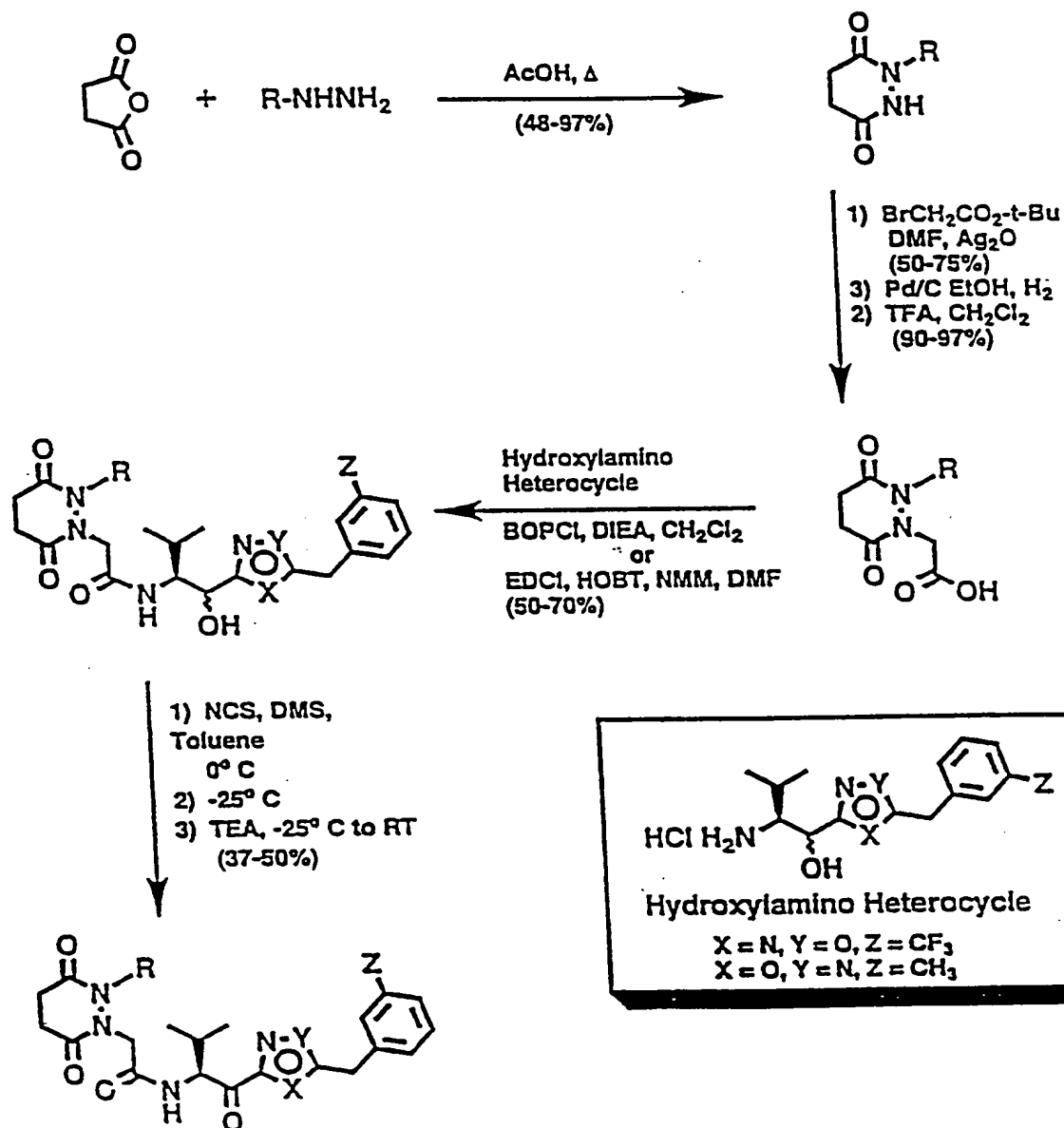


Figure 1

# General Synthetic Scheme for Benzopyridazinedione Based Inhibitors

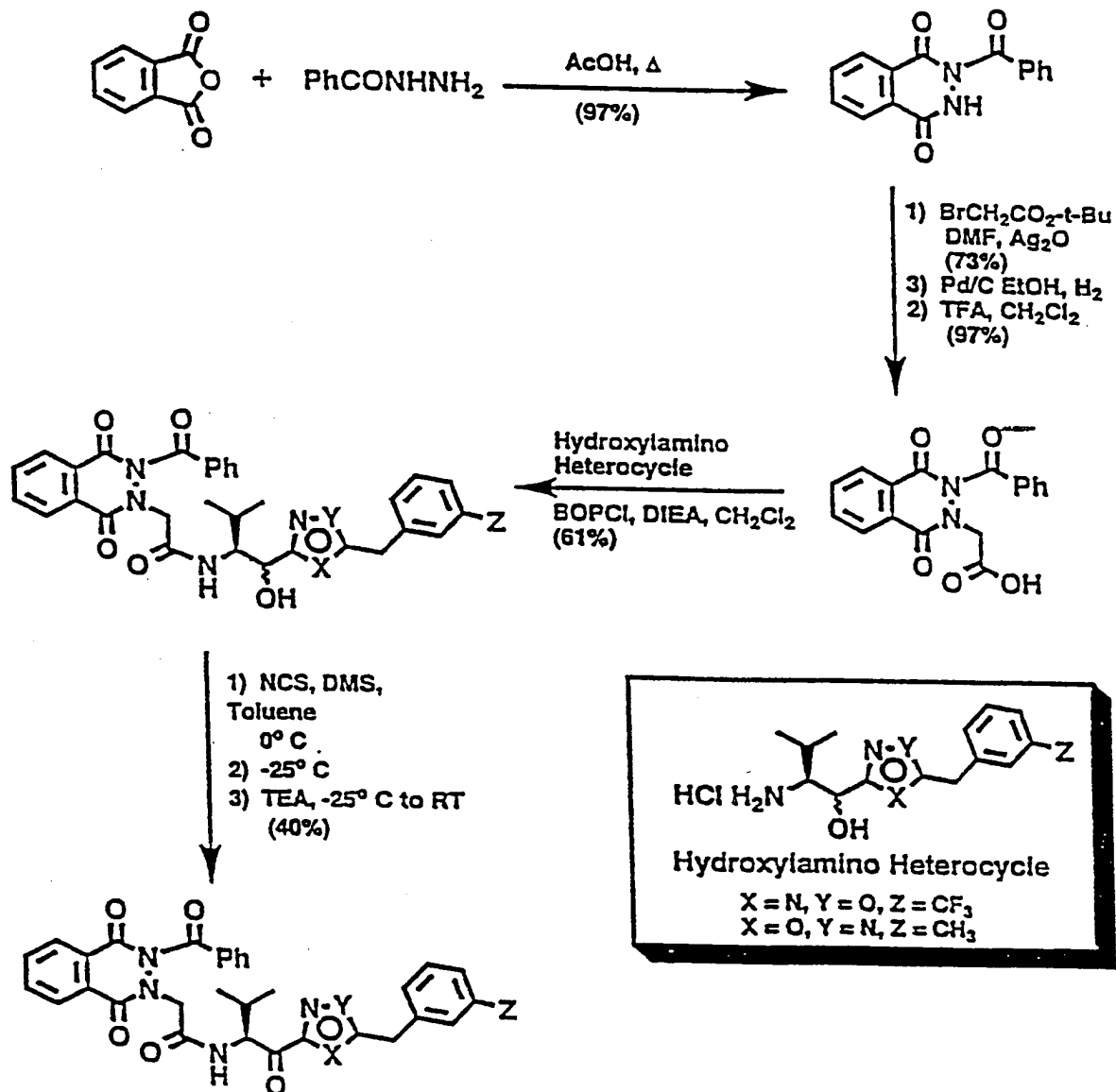




Figure 17

# General Synthetic Scheme for Quinolone and N-Substituted Quinolone Based Inhibitors

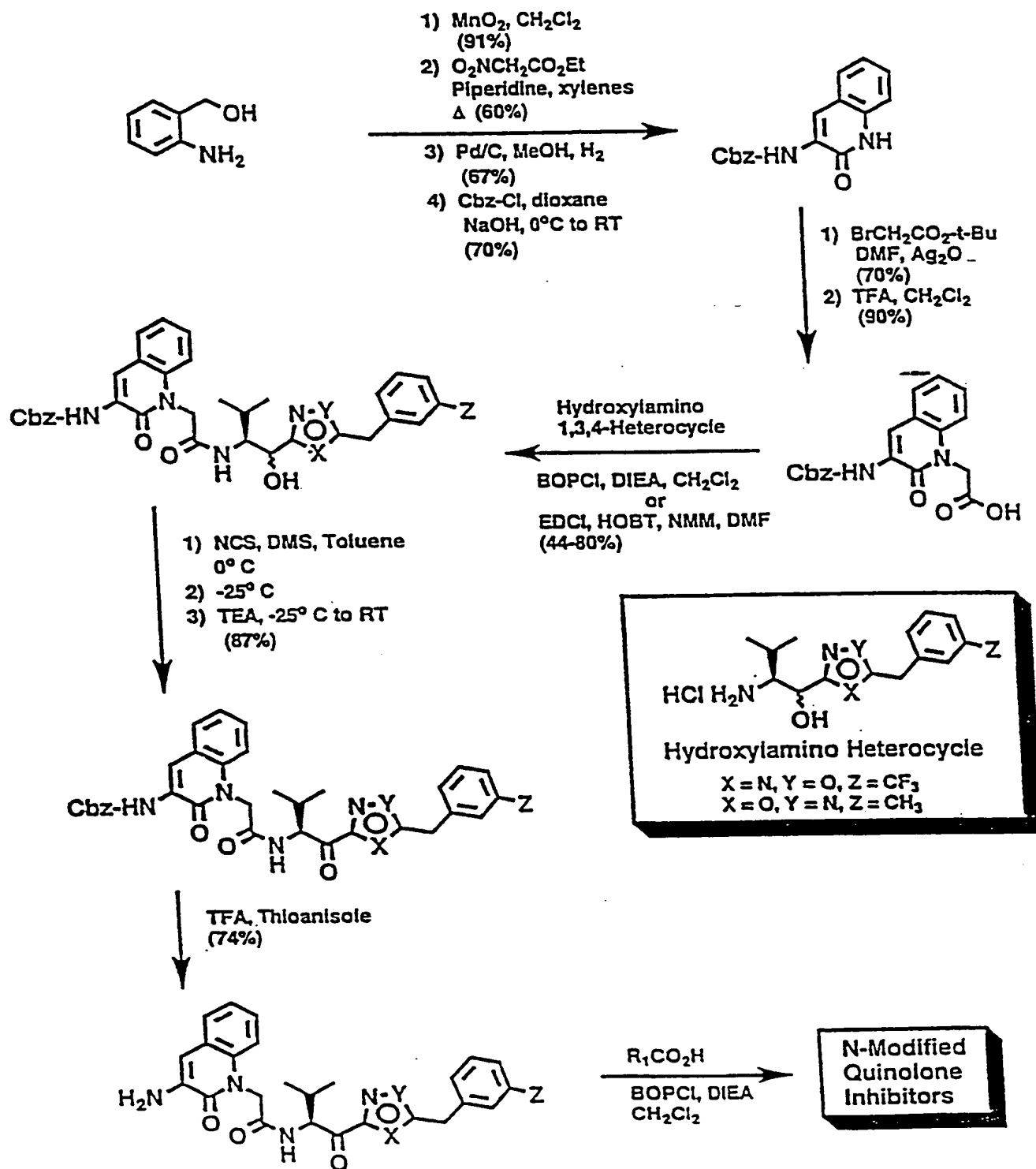
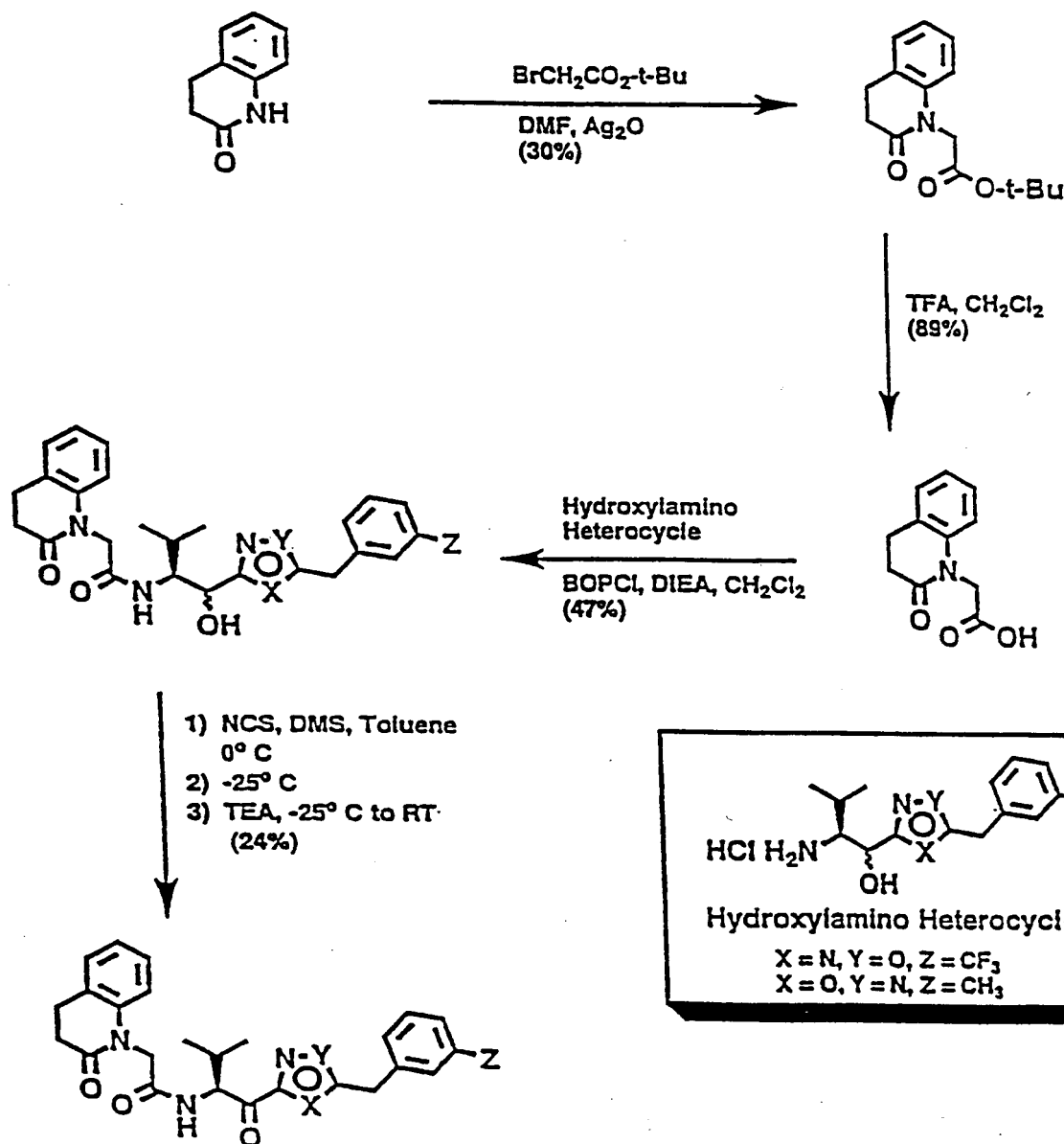
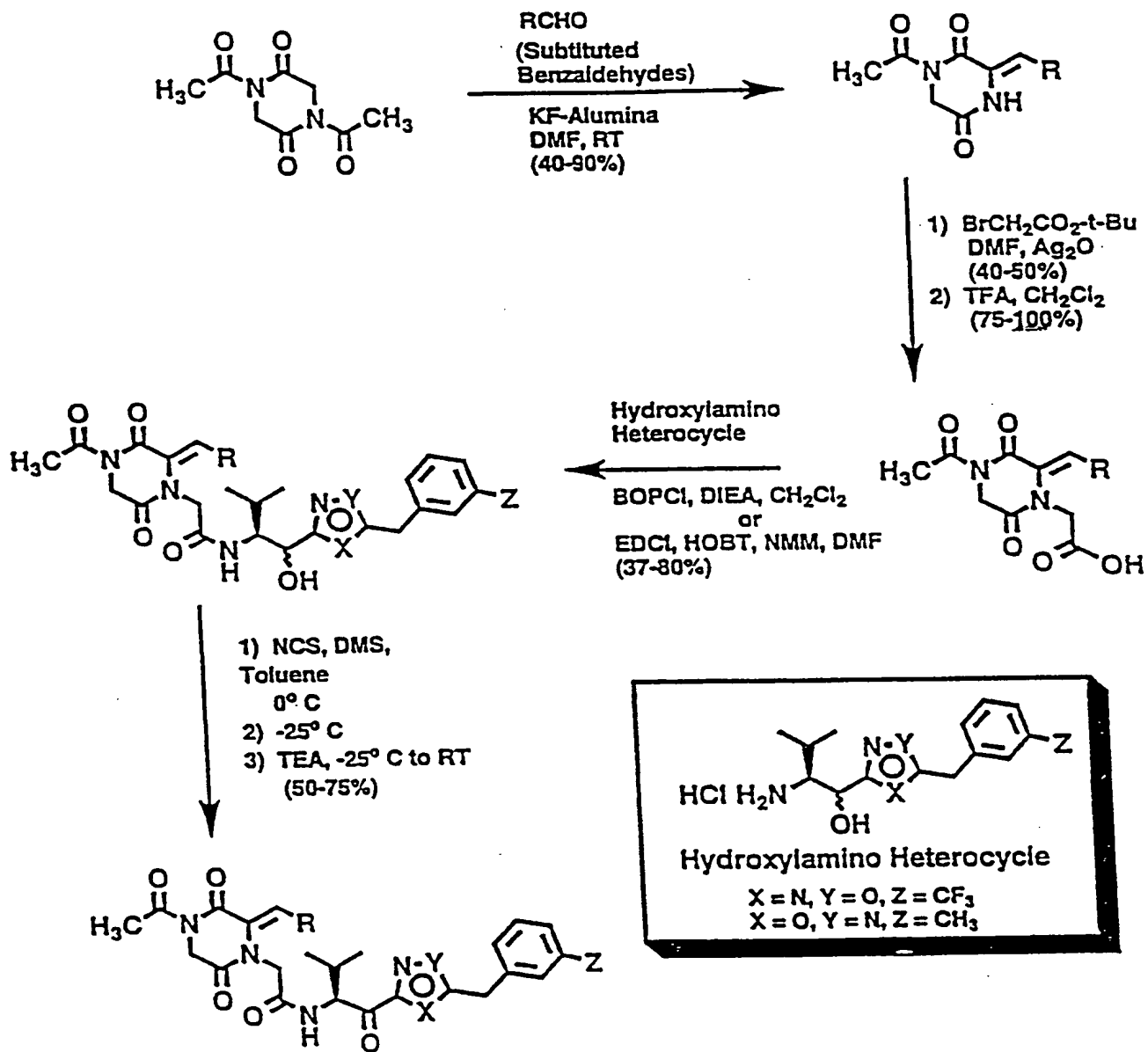


Figure 18

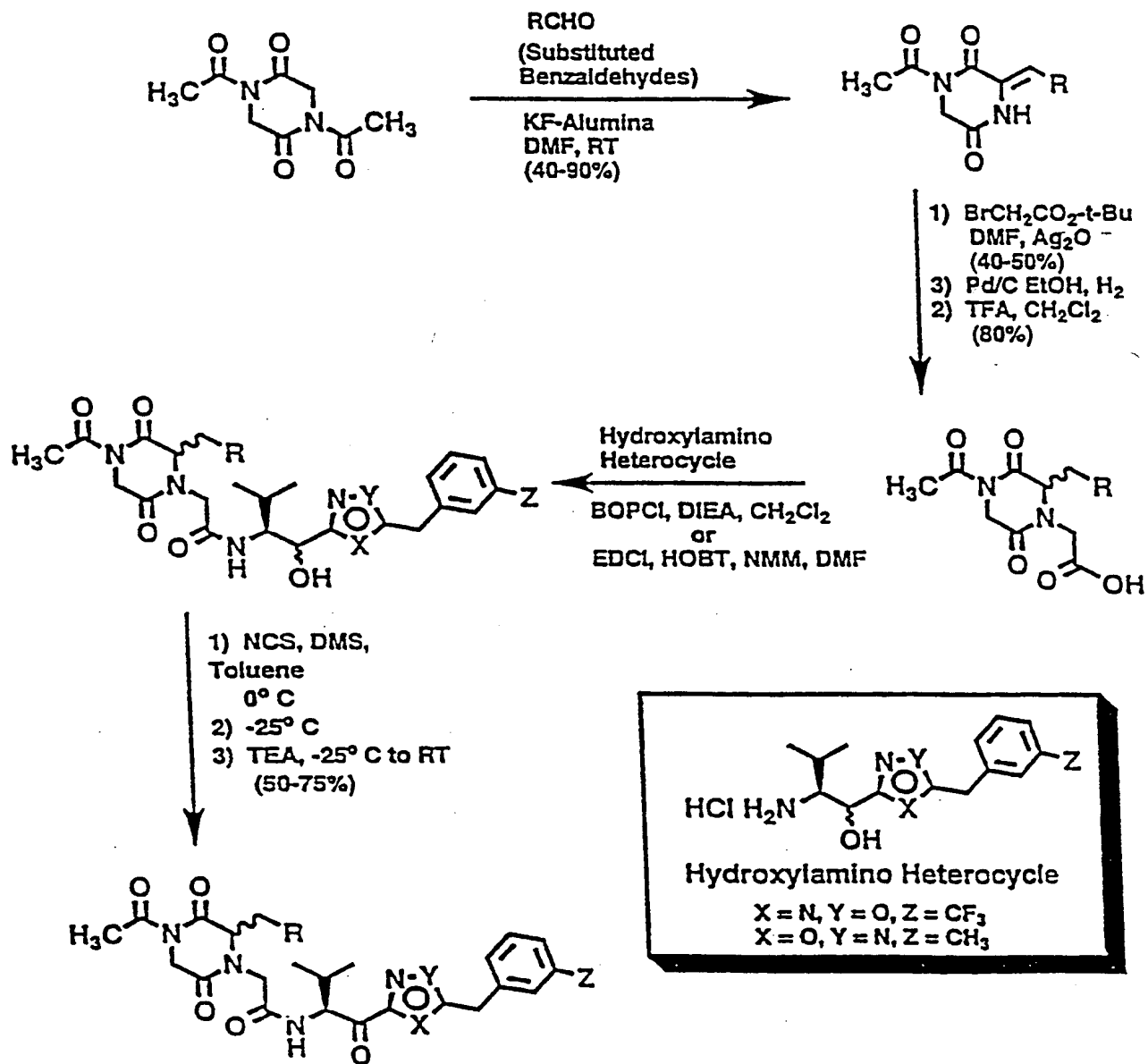
# General Synthetic Scheme for 3,4-Dihydroquinoline Based Inhibitors



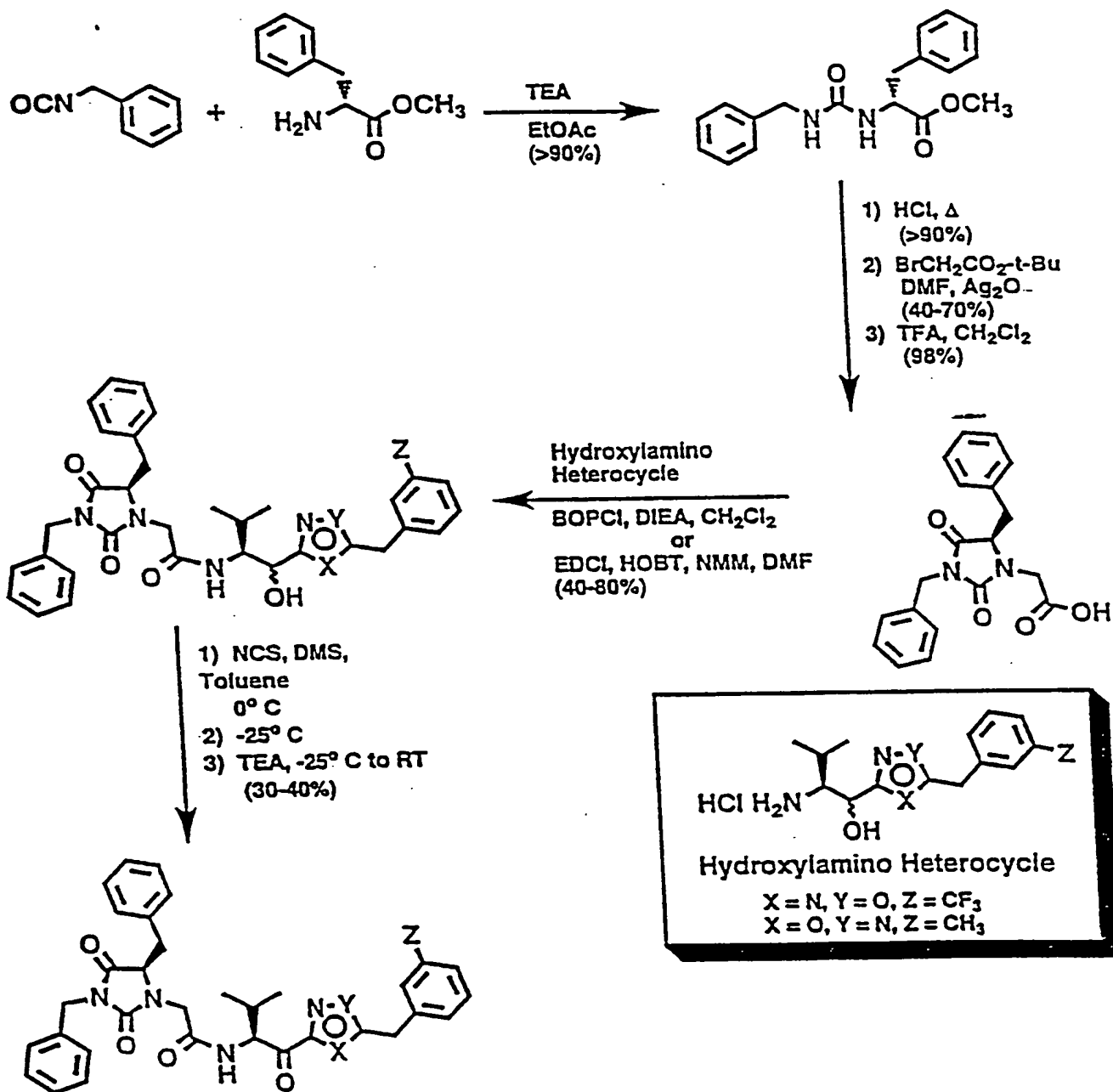
# General Synthetic Scheme for Benzyldiene Diketopiperazine Based Inhibitors



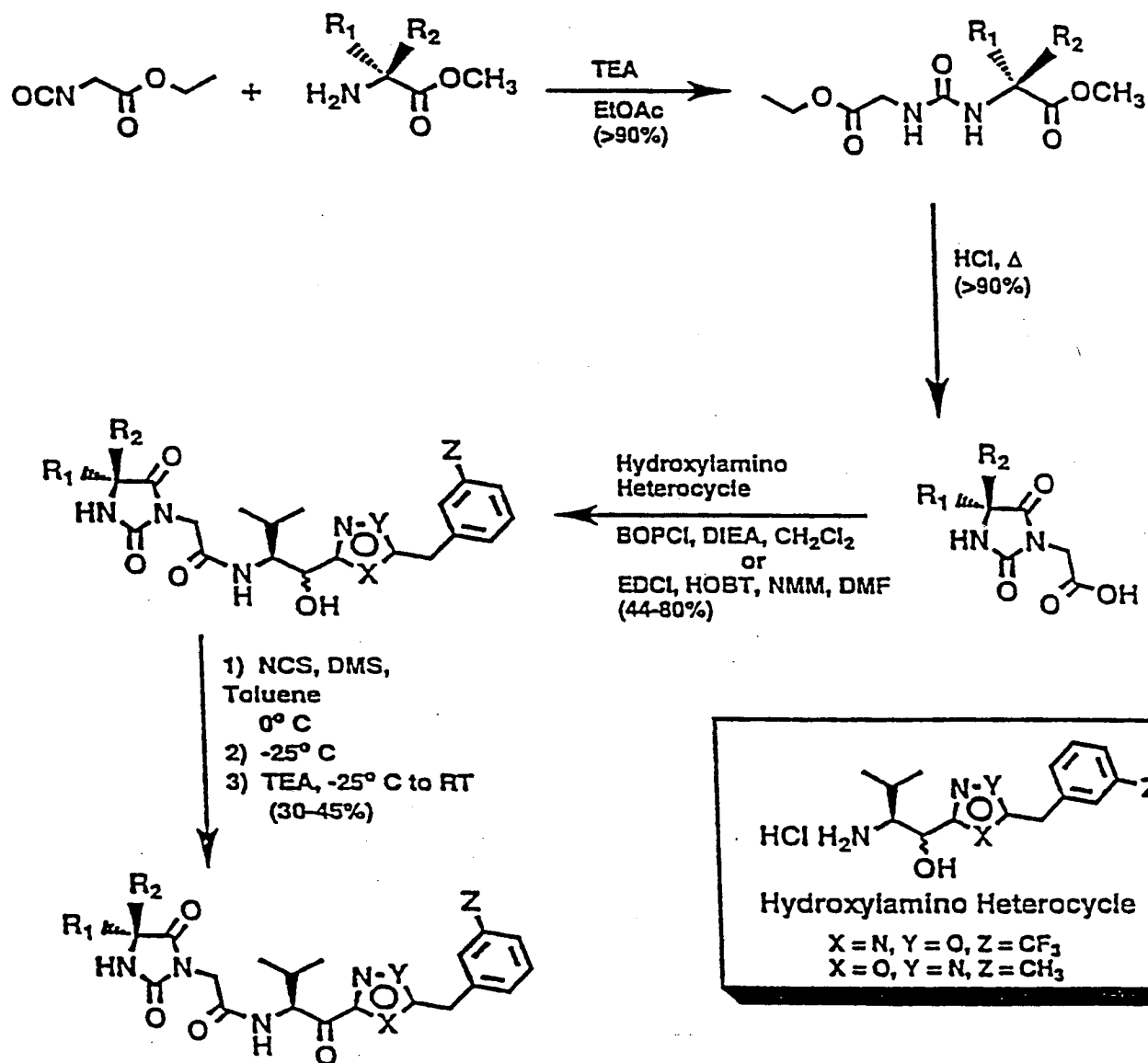
# General Synthetic Scheme for Diketopiperazine Based Inhibitors

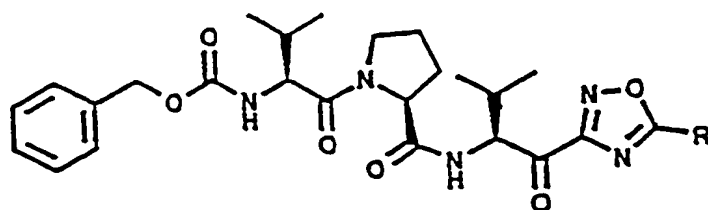


## Synthetic Scheme for Hydantoin Based Inhibitors



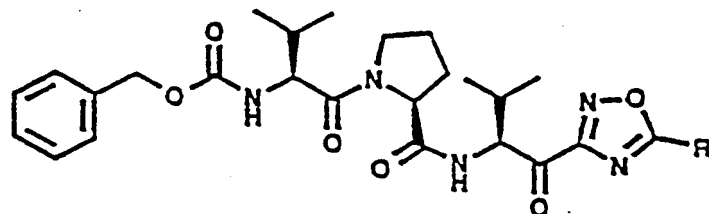
## General Synthetic Scheme for Hydantoin Based Inhibitors





| CE#  | R | $K_i$ (nM) | CE#  | R | $K_i$ (nM) |
|------|---|------------|------|---|------------|
| 2039 |   | 2.0        | 2054 |   | 0.29       |
| 2042 |   | 2.5        | 2055 |   | 0.49       |
| 2045 |   | 1.0        | 2058 |   | 0.56       |
| 2048 |   | 0.36       | 2062 |   | 0.30       |
| 2049 |   | 0.5        | 2066 |   | 0.98       |
| 2052 |   | 0.37       | 2096 |   | 0.8        |
| 2053 |   | 0.41       | 2115 |   | 1.0        |

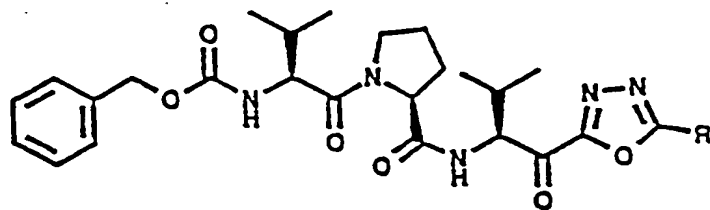
Figure 24



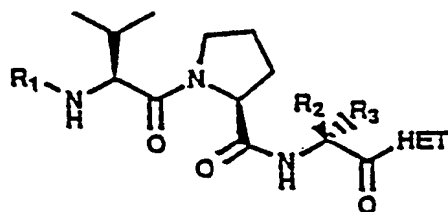
| CE#  | R | K <sub>i</sub> (nM) | CE#  | R | K <sub>i</sub> (nM) |
|------|---|---------------------|------|---|---------------------|
| 2046 |   | 9.9                 | 2077 |   | 0.15                |
| 2047 |   | 3.8                 | 2078 |   | 1.05                |
| 2050 |   | 1.84                | 2092 |   | 6.3                 |
| 2057 |   | 0.38                | 2103 |   | 12.4                |
| 2069 |   | 4.4                 | 2119 |   | 7.7                 |
| 2073 |   | 0.24                | 2152 |   | 0.24                |
| 2076 |   | 1.46                |      |   |                     |



Figure 25

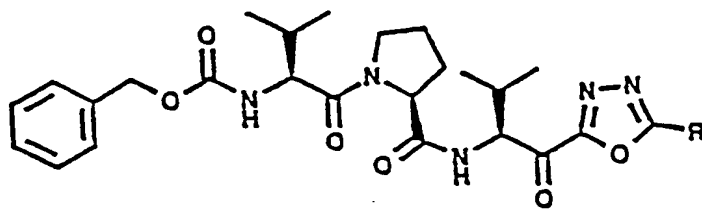


| CE#  | R                | $K_i$ (nM) |
|------|------------------|------------|
| 2072 |                  | 0.025      |
| 2074 | -CH <sub>3</sub> | 0.99       |
| 2075 |                  | 0.11       |
| 2100 |                  | 0.069      |
| 2123 |                  | 15.1       |
| 2124 |                  | 0.033      |



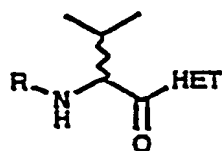
| CE#  | R <sub>1</sub> | R <sub>2</sub>   | R <sub>3</sub>  | HET | K <sub>i</sub> (nM) |
|------|----------------|------------------|-----------------|-----|---------------------|
| 2083 | Cbz-           | CH <sub>3</sub>  | CH <sub>3</sub> |     | 73.0                |
| 2098 |                | <i>i</i> -Propyl | H               |     | 85.0                |
| 2104 |                | <i>i</i> -Propyl | H               |     | 0.33                |
| 2109 |                | <i>i</i> -Propyl | H               |     | 126                 |
| 2110 |                | <i>i</i> -Propyl | H               |     | 0.13                |

Figure 27



| CE#  | R                | K <sub>i</sub> (nM) |
|------|------------------|---------------------|
| 2072 |                  | 0.025               |
| 2074 | -CH <sub>3</sub> | 0.99                |
| 2075 |                  | 0.11                |
| 2100 |                  | 0.069               |
| 2123 |                  | 15.1                |
| 2124 |                  | 0.033               |

Figure 28



| CE#  | R | HET | $K_i$ (nM) |
|------|---|-----|------------|
| 2130 |   | B   | 10.0       |
| 2132 |   | A   | 24.0       |
| 2134 |   | B   | 2.0        |
| 2135 |   | A   | 17         |
| 2126 |   | B   | 5.05       |
| 2127 |   | A   | 33.9       |

Heterocycles:

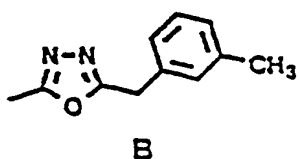
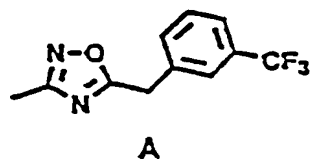
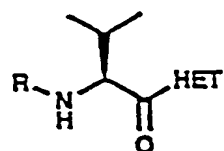
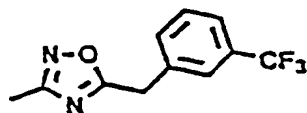


Figure 29

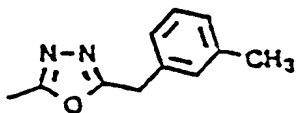


| CE#  | R | HET | $K_i$ (nM) |
|------|---|-----|------------|
| 2125 |   | A   | 0.40       |
| 2145 |   | B   | 0.038      |
| 2143 |   | A   | 25.0       |
| 2056 |   | A   | 0.98       |
| 2097 |   | A   | 60.0       |
| 2156 |   | A   | 512.0      |

Heterocycles:

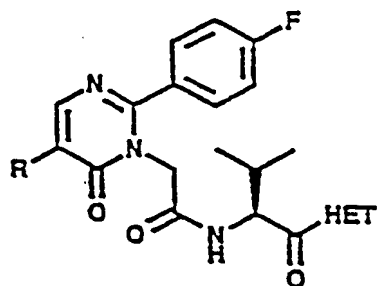


A



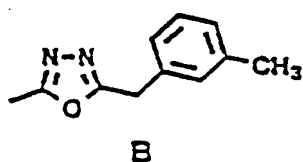
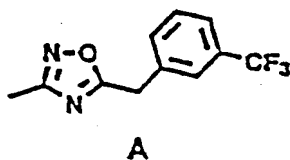
B

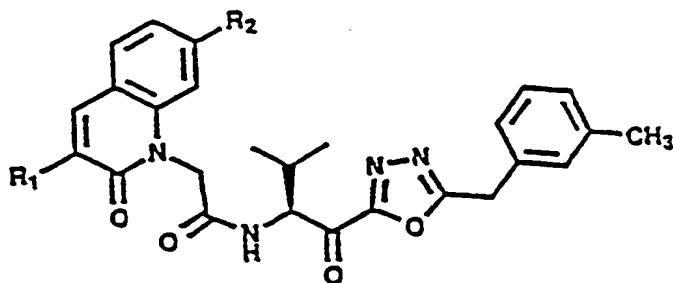
Figure 30



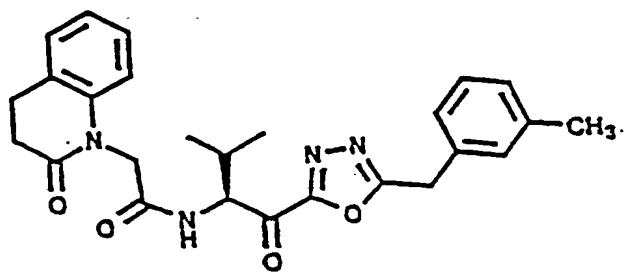
| CE#  | R                 | HET | $K_i$ (nM) |
|------|-------------------|-----|------------|
| 2089 | Cbz-NH-           | A   | 1.5        |
| 2090 | NH <sub>2</sub> - | A   | 2.7        |
| 2095 | Cbz-NH-           | B   | 0.21       |
| 2101 | NH <sub>2</sub> - | B   | 0.64       |

Heterocycles:



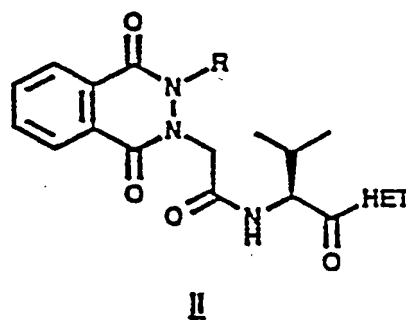
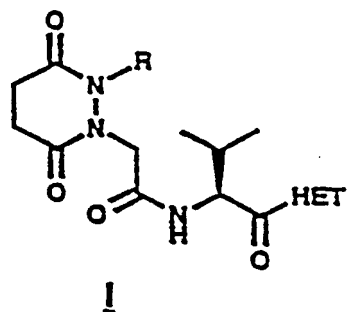


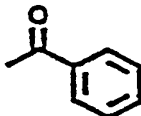
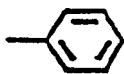
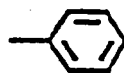
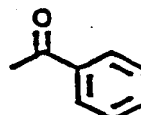
| CE#  | R <sub>1</sub>    | R <sub>2</sub> | K <sub>I</sub> (nM) |
|------|-------------------|----------------|---------------------|
| 2107 | Cbz-NH-           |                | 17.0                |
| 2108 | Cbz-NH-           | H              | 10.5                |
| 2113 | H <sub>2</sub> N- | H              | 38.8                |
| 2116 |                   | H              | 76.3                |
| 2117 | Me-O-C(=O)-       | F              | 587.0               |



CE-2088      K<sub>I</sub> = 66.0 nM

Figure 32



| CE#  | R   | Structure | HET | K <sub>I</sub> (nM) |
|------|---|-----------|-----|---------------------|
| 2138 |   | I         | B   | 294.0               |
| 2147 |  | I         | B   | 1590                |
| 2148 |  | I         | A   | >6000               |
| 2140 |  | II        | B   | 204.4               |

**Heterocycles:**

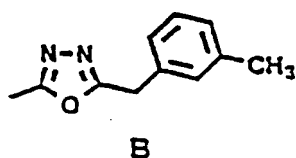
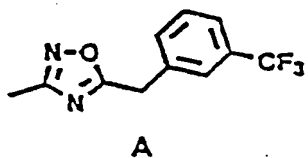




Figure 33




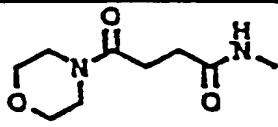
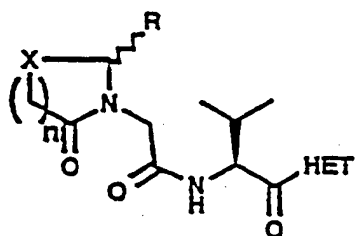
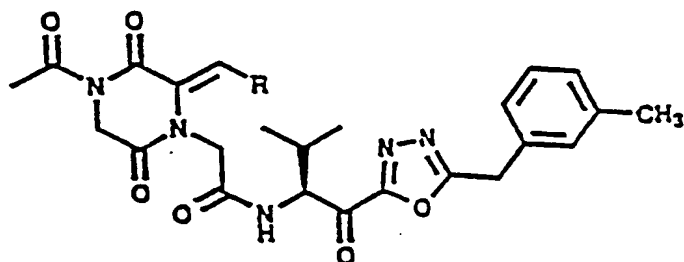
| CE#  | R <sub>1</sub>  | R <sub>2</sub>   | K <sub>i</sub> (nM) |
|------|---|--|---------------------|
| 2079 | Cbz-NH-   | H  | 35.5                |
| 2080 | H <sub>2</sub> N-   | H  | 62.0                |
| 2087 | H   |  | 19.8                |
| 2091 |  | H  | 270.0               |

Figure 34



| CE#  | n | X  | HET | R | $K_i$ (nM) - |
|------|---|----|-----|---|--------------|
| 2118 | 2 | S  |     |   | 13.2         |
| 2121 | 1 | S  |     |   | 28.0         |
| 2122 | 1 | S  |     |   | 62.7         |
| 2136 | 1 | SO |     |   | 104.0        |
| 2137 | 1 | SO |     |   | 557.0        |

Figure 35





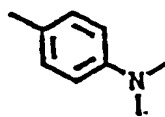
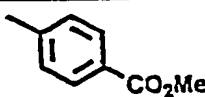
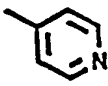
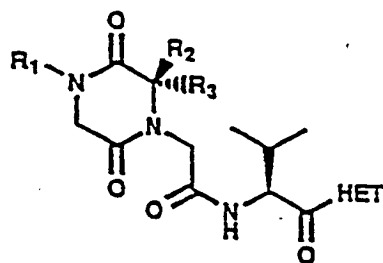
| CE#  | R   | $K_i$ (nM) |
|------|---|------------|
| 2099 |    | 1.9        |
| 2105 |   | 0.72       |
| 2111 |  | 20.1       |
| 2112 |  | 1.17       |
| 2114 |  | 25.1       |

Figure 36



| CE#  | R <sub>1</sub>      | R <sub>2</sub> | R <sub>3</sub> | HET | K <sub>i</sub> (nM) |
|------|---------------------|----------------|----------------|-----|---------------------|
| 2084 | CH <sub>3</sub>     |                |                | A   | 133.0               |
| 2106 | CH <sub>3</sub>     |                |                | B   | 40.7                |
| 2120 | CH <sub>3</sub> CO- |                |                | B   | 50.9                |
| 2128 |                     |                |                | B   | 64.0                |
| 2129 |                     |                |                | A   | 300.3               |
| 2133 |                     |                |                | C   | 33200               |
| 2139 | H-                  |                |                | B   | 41.0                |
| 2144 |                     |                |                | B   | 9.3                 |
| 2146 |                     |                |                | A   | 67.3                |

Heterocycles:

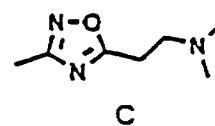
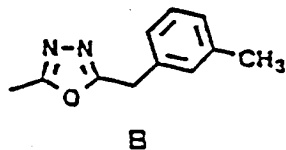
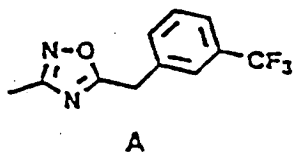
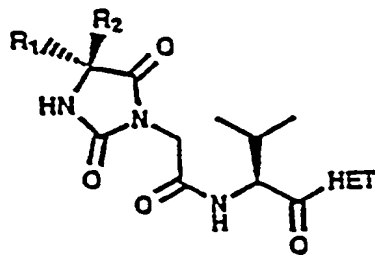


Figure 37



| CE#     | R <sub>1</sub> | R <sub>2</sub> | HET | K <sub>i</sub> (nM) |
|---------|----------------|----------------|-----|---------------------|
| 2141    |                | H              | A   | 64.0                |
| 2142    |                | H              | B   | 8.7                 |
| 2149 ** |                | H              | B   | 0.28                |
| 2154    | H              |                | B   | 10.0                |
| 2155    | H              |                | A   | 57.0                |

\*\* Stereochemistry not definitive

Heterocycles:

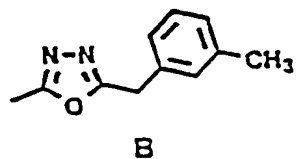
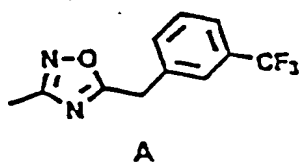
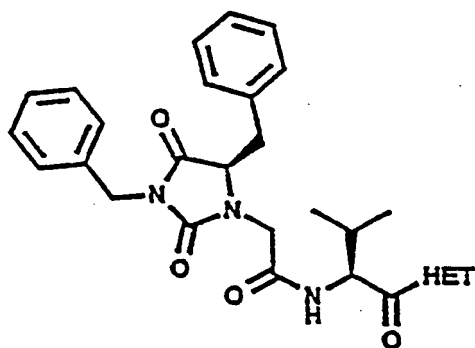
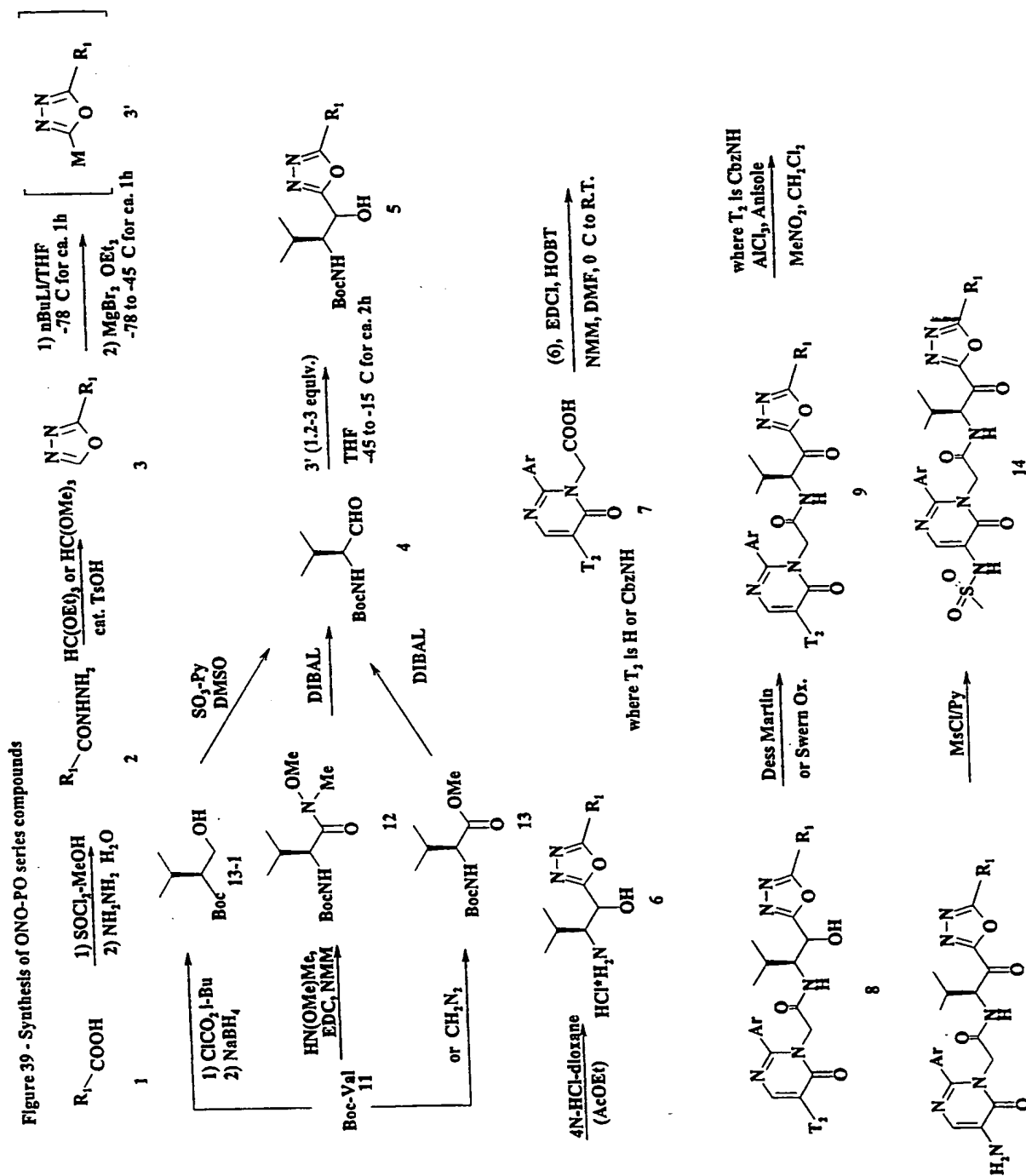


Figure 38



| CE#  | HET | $K_i$ (nM) |
|------|-----|------------|
| 2150 |     | >1000      |
| 2151 |     | 60         |



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## INTERNATIONAL APPLICATION PUBLISHED UNDER THE PATENT COOPERATION TREATY (PCT)

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| (51) International Patent Classification <sup>6</sup> :<br>C07K 5/062, 5/078, C07D 413/12, 413/14, 271/10,<br>417/12, A61K 31/495, 31/435, 31/41, 38/05  |  | A3   | (11) International Publication Number: <b>WO 98/24806</b>    |
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| (22) International Filing Date: 5 December 1997 (05.12.97)   |  |  |  |
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| 08/761,190 6 December 1996 (06.12.96) US<br>08/762,381 6 December 1996 (06.12.96) US<br>08/771,317 6 December 1996 (06.12.96) US<br>08/760,916 6 December 1996 (06.12.96) US<br>08/761,313 6 December 1996 (06.12.96) US<br>08/985,201 4 December 1997 (04.12.97) US<br>08/984,881 4 December 1997 (04.12.97) US<br>08/985,056 4 December 1997 (04.12.97) US<br>08/984,884 4 December 1997 (04.12.97) US<br>08/985,298 4 December 1997 (04.12.97) US |  |  |  |
| (71) Applicant: CORTECH, INC. [US/US]; 6850 North Broadway,<br>Denver, CO 80221 (US).  |  | Published<br><i>With international search report.</i>  |  |
| (71)(72) Applicants and Inventors: GYORKOS, Albert [US/US];<br>11795 Decatur Drive, Westminster, CO 80234 (US).<br>SPRUCE, Lyle, W. [US/US]; 948 Camino del Sol, Chula<br>Vista, CA 91910 (US).  |  | (88) Date of publication of the international search report:<br>15 October 1998 (15.10.98)   |  |
| (54) Title: SUBSTITUTED OXADIAZOLE, THIADIAZOLE AND TRIAZOLE SERINE PROTEASE INHIBITORS  |  |  |  |
| (57) Abstract  |  |  |  |
| <p>The present invention relates to certain substituted oxadiazole, thiadiazole and triazole peptoids which are useful as inhibitors of serine proteases.</p>  |  |  |  |

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# INTERNATIONAL SEARCH REPORT

International Application No  
PCT/US 97/21636

## A. CLASSIFICATION OF SUBJECT MATTER

IPC 6 C07K5/062 C07K5/078 C07D413/12 C07D413/14 C07D271/10  
C07D417/12 A61K31/495 A61K31/435 A61K31/41 A61K38/05

According to International Patent Classification (IPC) or to both national classification and IPC

## B. FIELDS SEARCHED

Minimum documentation searched (classification system followed by classification symbols)  
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Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

Electronic data base consulted during the international search (name of data base and, where practical, search terms used)

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| Category * | Citation of document, with indication, where appropriate, of the relevant passages   | Relevant to claim No.         |
|------------|--|-------------------------------|
| X          | WO 96 16080 A (CORTECH INC) 30 May 1996  | 1-123,<br>167-215,<br>298-302 |
| Y          | see the whole document   | 124-171,<br>175-302           |
| Y          | ---<br>SKILES J W ET AL: "ELASTASE INHIBITORS<br>CONTAINING CONFORMATIONALLY RESTRICTED<br>LACTAMS AS P3-P2 DIPEPTIDE REPLACEMENTS"<br>BIOORGANIC & MEDICINAL CHEMISTRY LETTERS,<br>vol. 3, no. 4, 1993,<br>pages 773-778, XP000673137<br>see the whole document | 124-166,<br>236-302           |
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Date of the actual completion of the international search

29 June 1998

Date of mailing of the international search report

15. 07. 1998

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Authorized officer

Groenendijk, M

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International Application No  
PCT/US 97/21636

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| Y          | FR 2 694 295 A (ADIR) 4 February 1994<br>see the whole document<br>---   | 167-171,<br>216-302   |
| Y          | BROWN E.A.: "Design of orally active,<br>non-peptidic inhibitors of HLE"<br>JOURNAL OF MEDICINAL CHEMISTRY,<br>vol. 37, no. 9, 1994, WASHINGTON US,<br>pages 1259-1261, XP002069592<br>see the whole document<br>--- | 175-215,<br>298-302   |
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# INTERNATIONAL SEARCH REPORT

International application No.  
PCT/US 97/21636

## Box I Observations where certain claims were found unsearchable (Continuation of item 1 of first sheet)

This International Search Report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:

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because they relate to subject matter not required to be searched by this Authority, namely:  
  
Although claims 298-301 are directed to a method of treatment of the human/animal body, the search has been carried out and based on the alleged effects of the compound/composition.
2. ☐ Claims Nos.:  
because they relate to parts of the International Application that do not comply with the prescribed requirements to such an extent that no meaningful International Search can be carried out, specifically:
3. ☐ Claims Nos.:  
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

## Box II Observations where unity of invention is lacking (Continuation of item 2 of first sheet)

This International Searching Authority found multiple inventions in this international application, as follows:

see additional sheet

1. ☒ As all required additional search fees were timely paid by the applicant, this International Search Report covers all searchable claims.
2. ☐ As all searchable claims could be searched without effort justifying an additional fee, this Authority did not invite payment of any additional fee.
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4. ☐ No required additional search fees were timely paid by the applicant. Consequently, this International Search Report is restricted to the invention first mentioned in the claims; it is covered by claims Nos.:

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- ☐ The additional search fees were accompanied by the applicant's protest.
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## INTERNATIONAL SEARCH REPORT

International Application No. PCT/US 97/21636

FURTHER INFORMATION CONTINUED FROM PCT/ISA/ 210.

This International Searching Authority found multiple (groups of) inventions in this international application, as follows:

1. Claims: 1-123(complete), 298-302(partially)

Compounds containing the structures as defined in the claims 1,53 and 70, their pharmaceutical preparations and use

2. Claims: 124-166,175-297(complete), 298-302(partially)

Compounds containing the structures as defined in the claims 124 and 175, their pharmaceutical preparations and use

3. Claims: 167-174(complete), 298-302(partially)

Compounds containing the structures as defined in the claim 167, their pharmaceutical preparations and use

# INTERNATIONAL SEARCH REPORT

Information on patent family members

International Application No

PCT/US 97/21636

| Patent document<br>cited in search report |   | Publication<br>date | Patent family<br>member(s) | Publication<br>date |
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|   |   |                     | DE 69306505 T              | 19-06-1997          |
|   |   |                     | DK 585155 T                | 09-06-1997          |
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International Application No

PCT/US 97/21636

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|   |                            |            |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
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| <b>(51) International Patent Classification <sup>6</sup> :</b><br>C07K 5/062, 5/078, C07D 413/12, 413/14, 271/10, 417/12, A61K 31/495, 31/435, 31/41, 38/05   |                            | <b>A3</b>  | <b>(11) International Publication Number:</b> WO 98/24806<br><b>(43) International Publication Date:</b> 11 June 1998 (11.06.98) |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| <b>(21) International Application Number:</b> PCT/US97/21636<br><b>(22) International Filing Date:</b> 5 December 1997 (05.12.97)<br><br><b>(30) Priority Data:</b> <table><tr><td>08/761,190</td><td>6 December 1996 (06.12.96)</td><td>US</td></tr><tr><td>08/762,381</td><td>6 December 1996 (06.12.96)</td><td>US</td></tr><tr><td>08/771,317</td><td>6 December 1996 (06.12.96)</td><td>US</td></tr><tr><td>08/760,916</td><td>6 December 1996 (06.12.96)</td><td>US</td></tr><tr><td>08/761,313</td><td>6 December 1996 (06.12.96)</td><td>US</td></tr><tr><td>08/985,201</td><td>4 December 1997 (04.12.97)</td><td>US</td></tr><tr><td>08/984,881</td><td>4 December 1997 (04.12.97)</td><td>US</td></tr><tr><td>08/985,056</td><td>4 December 1997 (04.12.97)</td><td>US</td></tr><tr><td>08/984,884</td><td>4 December 1997 (04.12.97)</td><td>US</td></tr><tr><td>08/985,298</td><td>4 December 1997 (04.12.97)</td><td>US</td></tr></table> |                            | 08/761,190 | 6 December 1996 (06.12.96)   | US | 08/762,381 | 6 December 1996 (06.12.96) | US | 08/771,317 | 6 December 1996 (06.12.96) | US | 08/760,916 | 6 December 1996 (06.12.96) | US | 08/761,313 | 6 December 1996 (06.12.96) | US | 08/985,201 | 4 December 1997 (04.12.97) | US | 08/984,881 | 4 December 1997 (04.12.97) | US | 08/985,056 | 4 December 1997 (04.12.97) | US | 08/984,884 | 4 December 1997 (04.12.97) | US | 08/985,298 | 4 December 1997 (04.12.97) | US | <b>(74) Agents:</b> BURKE, John, E. et al.; Cushman Darby & Cushman, Intellectual Property Group of Pillsbury Madison & Sutro, 1100 New York Avenue, N.W., Washington, DC 20005 (US).<br><br><b>(81) Designated States:</b> AL, AM, AT, AU, AZ, BA, BB, BG, BR, BY, CA, CH, CN, CU, CZ, DE, DK, EE, ES, FI, GB, GE, GH, HU, ID, IL, IS, JP, KE, KG, KP, KR, KZ, LC, LK, LR, LS, LT, LU, LV, MD, MG, MK, MN, MW, MX, NO, NZ, PL, PT, RO, RU, SD, SE, SG, SI, SK, SL, TJ, TM, TR, TT, UA, UG, UZ, VN, YU, ZW, ARIPO patent (GH, KE, LS, MW, SD, SZ, UG, ZW), Eurasian patent (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM), European patent (AT, BE, CH, DE, DK, ES, FI, FR, GB, GR, IE, IT, LU, MC, NL, PT, SE), OAPI patent (BF, BJ, CF, CG, CI, CM, GA, GN, ML, MR, NE, SN, TD, TG).<br><br><b>Published</b><br><i>With international search report</i><br><i>With amended claims.</i><br><br><b>(88) Date of publication of the international search report:</b> 15 October 1999 (15.10.99)<br><br><b>Date of publication of the amended claims:</b> 20 May 1999 (20.05.99) |  |
| 08/761,190  | 6 December 1996 (06.12.96) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/762,381  | 6 December 1996 (06.12.96) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/771,317  | 6 December 1996 (06.12.96) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/760,916  | 6 December 1996 (06.12.96) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/761,313  | 6 December 1996 (06.12.96) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/985,201  | 4 December 1997 (04.12.97) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/984,881  | 4 December 1997 (04.12.97) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
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| 08/984,884  | 4 December 1997 (04.12.97) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| 08/985,298  | 4 December 1997 (04.12.97) | US         |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| <b>(71) Applicant:</b> CORTECH, INC. [US/US]; 6850 North Broadway, Denver, CO 80221 (US).<br><br><b>(71)(72) Applicants and Inventors:</b> GYORKOS, Albert [US/US]; 11795 Decatur Drive, Westminster, CO 80234 (US). SPRUCE, Lyle, W. [US/US]; 948 Camino del Sol, Chula Vista, CA 91910 (US).  |                            |            |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |
| <b>(54) Title:</b> SUBSTITUTED OXADIAZOLE, THIADIAZOLE AND TRIAZOLE SERINE PROTEASE INHIBITORS<br><br><b>(57) Abstract</b><br><br>The present invention relates to certain substituted oxadiazole, thiadiazole and triazole peptoids which are useful as inhibitors of serine proteases.  |                            |            |  |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |            |                            |    |  |  |

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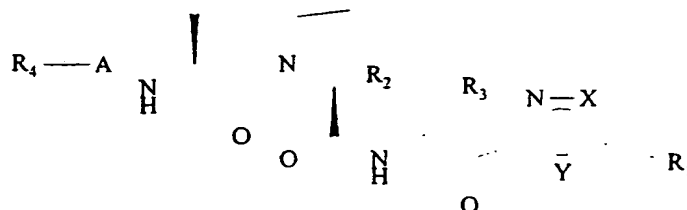
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## AMENDED CLAIMS

[received by the International Bureau on 14 September 1998 (14.09.98);  
original claims 1-302 replaced by amended claims 1-331 (49 pages)]

1. A compound of the formula:



wherein:

X is O and Y is N;

R<sub>1</sub> is isopropyl, n-butyl, *tert*-butyl; alkyl substituted with one or more carboxyl, carboalkoxy, amino, alkylamino or dialkylamino groups; alkyl fused (C<sub>9</sub>-C<sub>10</sub>)aryl, alkyl fused arylcycloalkyl, alkyl(aryl)<sub>2</sub> or α,α-dialkyl-arylalkyl optionally comprising 1-4 heteroatoms selected from O, S and N, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio; aryl or arylalkyl substituted with alkyl, amino, alkylamino, dialkylamino, aryl or aryloxy wherein the aryl or aryloxy is optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio; aryl or arylalkyl substituted with two more halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio, haloalkylthio, arylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl wherein aryl is optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; aryl or arylalkyl comprising one or more heteroatoms selected from O, S and N; or cycloalkyl or alkylcycloalkyl optionally comprising one or more heteroatoms selected from O, S and N;

$R_2$  and  $R_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine;  $-RCOR'$ ,  $-RCOOR'$ ,  $-RNR'R''R^o$  or  $-RC(O)NR'R''$  where R is alkyl or alkenyl, and  $R'$ ,  $R''$  and  $R^o$  are independently H, alkyl, alkenyl, cycloalkyl or  $(C_5-C_6)$ aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl,  $(C_5-C_{12})$ aryl,  $(C_5-C_{12})$ arylalkyl or  $(C_5-C_{12})$ arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide,  $(C_5-C_6)$ aryl,  $-O-(C_5-C_6)$ aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond,  $-OC(O)-$ ,  $-NHC(O)-$  or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

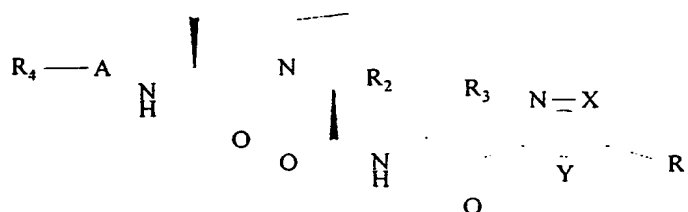
$R_4$  is benzyl.

2. A compound of claim 1 wherein  $R_4-A-$  is benzyloxycarbonyl.

3. A compound of claim 2 wherein R<sub>1</sub> is arylalkyl.
4. A compound of claim 3 wherein R<sub>1</sub> is 3,5-dimethylbenzyl.
5. The compound of claim 4: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-dimethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
6. A compound of claim 3 wherein R<sub>1</sub> is 3,5-dimethoxybenzyl.
7. The compound of claim 6: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-dimethoxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
8. A compound of claim 3 wherein R<sub>1</sub> is 3,5-ditrifluoromethylbenzyl.
9. The compound of claim 8: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-ditrifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
10. A compound of claim 3 wherein R<sub>1</sub> is 3-methylbenzyl.
11. The compound of claim 10: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
12. A compound of claim 3 wherein R<sub>1</sub> is 4-phenylbenzyl.
13. The compound of claim 12: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(4-phenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
14. A compound of claim 3 wherein R<sub>1</sub> is 3-phenylbenzyl.
15. The compound of claim 14: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-phenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
16. A compound of claim 3 wherein R<sub>1</sub> is 3-phenoxybenzyl.
17. The compound of claim 16: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-phenoxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
18. A compound of claim 3 wherein R<sub>1</sub> is 3,5-diphenylbenzyl.
19. The compound of claim 18: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,5-diphenylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
20. A compound of claim 3 wherein R<sub>1</sub> is 4-dimethylaminobenzyl.

21. The compound of claim 20: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(4-dimethylaminobenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
22. A compound of claim 2 wherein  $R_1$  is alkyl(aryl)<sub>2</sub>.
23. A compound of claim 22 wherein  $R_1$  is diphenylmethine.
24. The compound of claim 23: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(diphenylmethine)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
25. A compound of claim 2 wherein  $R_1$  is  $\alpha,\alpha$ -dialkyl-arylalkyl.
26. A compound of claim 25 wherein  $R_1$  is  $\alpha,\alpha$ -dimethyl-(3-trifluoromethyl)benzyl.
27. The compound of claim 26: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-( $\alpha,\alpha$ -dimethyl-[3-trifluoromethyl]benzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
28. A compound of claim 2 wherein  $R_1$  is alkyl fused (C<sub>9</sub>-C<sub>10</sub>)aryl.
29. A compound of claim 28 wherein  $R_1$  is 1-naphthylmethylene.
30. The compound of claim 29: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(1-naphthylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
31. A compound of claim 28 wherein  $R_1$  is 2-naphthylmethylene.
32. The compound of claim 31: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(2-naphthylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
33. A compound of claim 2 wherein  $R_1$  is alkyl fused arylcycloalkyl optionally comprising 1-4 heteroatoms.
34. A compound of claim 33 wherein  $R_1$  is 3,4-methylenedioxybenzyl.
35. The compound of claim 34: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3,4-methylenedioxybenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
36. A compound of claim 2 wherein  $R_1$  is arylalkyl comprising one or more heteroatoms.
37. A compound of claim 36 wherein  $R_1$  is 3-pyridylmethylene.

38. The compound of claim 37: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(3-pyridylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
39. A compound of claim 2 wherein R<sub>1</sub> is alkylcycloalkyl comprising one or more heteroatoms.
40. A compound of claim 39 wherein R<sub>1</sub> is morpholino-N-ethylene.
41. The compound of claim 40: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(morpholino-N-ethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
42. A compound of claim 2 wherein R<sub>1</sub> is alkyl substituted with dialkylamino.
43. A compound of claim 42 wherein R<sub>1</sub> is dimethylamino-N-ethylene.
44. The compound of claim 43: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(dimethylamino-N-ethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
45. A compound of claim 2 wherein R<sub>1</sub> is alkyl substituted with carboalkoxy.
46. A compound of claim 45 wherein R<sub>1</sub> is carbomethoxyethylene.
47. The compound of claim 46: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(carbomethoxyethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
48. A compound of claim 2 wherein R<sub>1</sub> is alkylcycloalkyl.
49. A compound of claim 48 wherein R<sub>1</sub> is adamantylmethylene.
50. The compound of claim 49: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(adamantylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
51. A compound of claim 48 wherein R<sub>1</sub> is cyclohexylmethylene.
52. The compound of claim 51: (Benzyloxycarbonyl)-L-valyl-N-[1-(3-[5-(cyclohexylmethylene)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
53. A compound of the formula:



wherein:

X is O and Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, alkylamino, dialkylamino, alkylenedioxy, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; cycloalkyl, cycloalkenyl, alkylcycloalkyl, alkenylcycloalkyl, alkylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl-fused (C<sub>5</sub>-C<sub>12</sub>)-aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio.

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -C(O)-, -NHC(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid

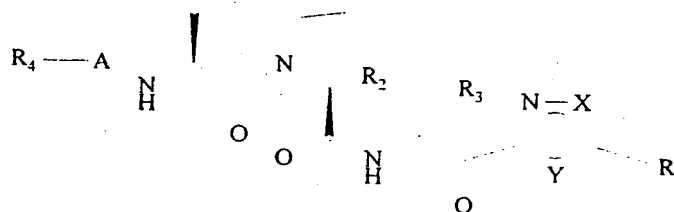


optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

R<sub>4</sub> is H, alkyl, alkenyl or alkynyl; or cycloalkyl, alkylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub> or C<sub>7</sub>-C<sub>12</sub>)arylalkyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or fused alkyl (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio.

54. A compound of claim 53 wherein R<sub>1</sub> is optionally substituted arylalkyl.
55. A compound of claim 54 wherein R<sub>1</sub> is 3-trifluoromethylbenzyl.
56. A compound of claim 55 wherein R<sub>4</sub>-A is pyridinyl-C(O)-.
57. The compound of claim 56: 3-Pyridylcarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
58. A compound of claim 55 wherein R<sub>4</sub>-A- is methoxyphenylcarbonyl.
59. The compound of claim 58: Methoxyphenylcarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
60. A compound of claim 55 wherein R<sub>4</sub>-A- is methyloxycarbonyl.
61. The compound of claim 60: Methyloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
62. A compound of claim 55 wherein R<sub>4</sub> is isopropyl.

63. The compound of claim 62: Isopropoxyloxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
64. A compound of claim 55 wherein R<sub>4</sub>-A is 4-pyridinylmethylenoxycarbonyl.
65. The compound of claim 64: 4-Pyridylmethylenoxycarbonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
66. A compound of claim 55 wherein R<sub>4</sub>-A is alkyl-S(O)<sub>2</sub>-.
67. A compound of claim 66 wherein R<sub>4</sub>-A is H<sub>3</sub>C-S(O)<sub>2</sub>-.
68. The compound of claim 68: Methylsulfonyl-L-valyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
69. A compound of claim 53 wherein R<sub>4</sub>-A is morpholino-N-carbonyl.
70. A compound of the formula:



wherein:

X is N and Y is O;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, alkylamino, dialkylamino, alkylenedioxy, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; cycloalkyl, cycloalkenyl, alkylcycloalkyl, alkenylcycloalkyl, alkylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl, or alkyl-fused (C<sub>5</sub>-C<sub>12</sub>)-arylalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

A is a direct bond, -C(O)-, -NHC(O)-, -S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-, -OC(O)-, -C- or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, homo-phenylalanine, dehydrophenylalanine, indoline-2-carboxylic acid; tetrahydrosioquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl or phenyl optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, tyrosine, serine or threonine optionally substituted with alkyl or aryl; histidine, methionine, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; asparagine, glutamine, ornithine and lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxycarbonyl alkyl or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S; and

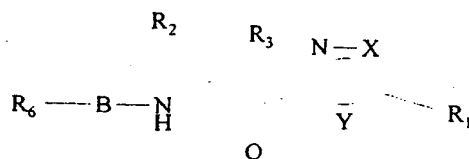
R<sub>4</sub> is H, alkyl, alkenyl or alkynyl; or cycloalkyl, alkylcycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-

C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with alkyl, alkenyl, alkynyl, halo, cyano, nitro, hydroxyl, haloalkyl, alkoxy, amino, alkylamino, dialkylamino, carboxyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio.

71. A compound of claim 70 wherein A is -OC(O)-.
72. A compound of claim 71 wherein R<sub>4</sub> is benzyl.
73. A compound of claim 72 wherein R<sub>1</sub> is alkyl fused aryl-cycloalkyl optionally comprising 1-4 heteroatoms.
74. A compound of claim 73 wherein R<sub>1</sub> is 3,4-methylenedioxybenzyl.
75. The compound of claim 74: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
76. A compound of claim 72 wherein R<sub>1</sub> is alkyl.
77. A compound of claim 76 wherein R<sub>1</sub> is methyl.
78. The compound of claim 77: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
79. A compound of claim 72 wherein R<sub>1</sub> is dialkylamino.
80. A compound of claim 79 wherein R<sub>1</sub> is dimethylamino.
81. The compound of claim 80: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-dimethylamino-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
82. A compound of claim 72 wherein R<sub>1</sub> is optionally substituted arylalkyl.
83. A compound of claim 82 wherein R<sub>1</sub> is 3-methylbenzyl.
84. A compound of claim 83: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
85. A compound of claim 83 wherein R<sub>2</sub> and R<sub>3</sub> are alkyl.
86. A compound of claim 85 wherein R<sub>2</sub> and R<sub>3</sub> are each methyl.
87. A compound of claim 86: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-1-methylethyl]-L-prolinamide.
88. A compound of claim 72 wherein R<sub>1</sub> is benzyl optionally substituted with haloalkyl.

89. A compound of claim 88 wherein R<sub>1</sub> is benzyl optionally substituted with trifluoromethylbenzyl.
90. A compound of claim 89: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(3-trifluoromethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
91. A compound of claim 72 wherein R<sub>1</sub> is benzyl optionally substituted with dialkylamino.
92. A compound of claim 91 wherein R<sub>1</sub> is benzyl optionally substituted with dimethylamino.
93. A compound of claim 92: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(4-dimethylaminobenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
94. A compound of claim 72 wherein R<sub>1</sub> is alkyl-fused aryl.
95. A compound of claim 94 wherein R<sub>1</sub> is naphthylmethylene.
96. A compound of claim 95: (Benzyloxycarbonyl)-L-valyl-N-[1-(2-[5-(1-naphthylmethylene)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
97. A compound of claim 70 wherein R<sub>1</sub> is optionally substituted arylalkyl.
98. A compound of claim 97 wherein R<sub>1</sub> is 3-methylbenzyl.
99. A compound of claim 98 wherein R<sub>4</sub>-A- is 3-pyridylcarbonyl.
100. The compound of claim 99: 3-Pyridylcarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
101. A compound of claim 98 wherein A is -OC(O)-.
102. A compound of claim 101 wherein R<sub>4</sub> is methyl.
103. The compound of claim 102: Methyloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
104. A compound of claim 101 wherein R<sub>4</sub> is isopropyl.
105. The compound of claim 104: Isopropyloxycarbonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
106. A compound of claim 101 wherein R<sub>4</sub>- is 4-pyridylmethylene.

107. The compound of claim 106: 4-Pyridylmethylenecarboxyl-L-valyl-N-[1-(3-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
108. A compound of claim 98 wherein A is  $-S(O)_2-$ .
109. A compound of claim 108 wherein  $R_4$  is alkyl.
110. A compound of claim 109 wherein  $R_4$  is methyl.
111. The compound of claim 110: Methylsulfonyl-L-valyl-N-[1-(3-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
112. A compound of claim 108 wherein  $R_4$  is aryl.
113. A compound of claim 112 wherein  $R_4$  is phenyl.
114. The compound of claim 113: Phenylsulfonyl-L-valyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
115. A compound of claim 70 wherein A is alkyl- $S(O)_2-$  or alkyl- $OC(O)-$ ,  $R_2$  is isopropyl and  $R_3$  is H.
116. A compound of claim 115 wherein A is  $H_3C-S(O)_2-$  or  $H_3C-OC(O)-$ .
117. A compound of claim 116 wherein  $R_1$  is  $\alpha,\alpha$ -dialkyl-arylalkyl or  $\alpha,\alpha$ -dialkylalkyl fused arylcycloalkyl.
118. A compound of claim 117 wherein  $R_1$  is  $\alpha,\alpha$ -dimethylbenzyl or  $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl.
119. The compound of claim 118: Methylsulfonyl-L-valyl-N-[1-(3-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
120. A compound of claim 116 wherein  $R_1$  is alkyl.
121. A compound of claim 120 wherein  $R_1$  is *tert*-butyl.
122. The compound of claim 121: Methylsulfonyl-L-valyl-N-[1-(3-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]-L-prolinamide.
123. A compound of the formula:



wherein

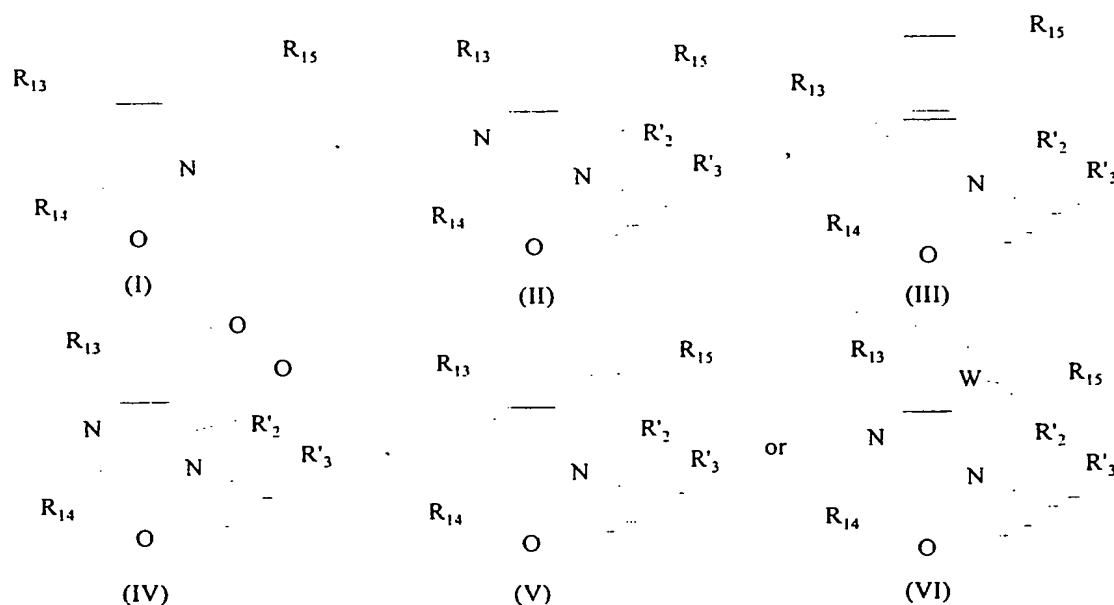
X and Y are O, N, or S, provided that at least one of X or Y is N;

R<sub>1</sub> is (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, optionally comprising one or more heteroatoms selected from N, S and non-peroxide O; and optionally substituted with alkyl, halo, haloalkyl, amino, alkylamino or dialkylamino;

R<sub>2</sub> and R<sub>3</sub>, are independently or together H or alkyl;

B is -S(O)<sub>2</sub>- or -C(O)-;

R<sub>6</sub> is



wherein

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H, alkyl, alkylthio, alkylthioalkyl; or cycloalkyl, cycloalkylalkyl, (C<sub>5</sub>-C<sub>6</sub>)aryl or (C<sub>5</sub>-C<sub>6</sub>)arylalkyl optionally substituted with guanidine, carboalkoxy, hydroxyl, haloalkyl, alkylthio, alkylguanidinyl, dialkylguanidinyl or amidine;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, fused aryl, fused aryl-cycloalkyl or cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or cycloalkyl, aryl, arylalkyl, aryloxy-carboxamide, arylalkyloxy-carboxamide or

fused arylcycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylcarboxamide, arylalkylcarboxamide, alkylthio or haloalkylthio;

R<sub>15</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, fused aryl-cycloalkyl, fused aryl-cycloalkylalkyl, cycloalkyl or cycloalkylalkyl optionally comprising 1 or more heteroatoms selected from O, N, or S; and

W is C, O, S or N.

124. A compound of claim 123 wherein R<sub>6</sub> is of formula (I).
125. A compound of claim 124 wherein R<sub>14</sub> is arylalkylcarboxamide or amine.
126. The compound of claim 125 :
 

2*S*, 5*S*-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-(R,*S*)-2-methylpropyl]amide;

2*S*, 5*S*-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-(R,*S*)-2-methylpropyl]amide; or

2*S*, 5*S*-5-Amino-1,2,4,5,6,7-hexahydroazepino-[3,2,1]-indole-4-one-carbonyl-*N*-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-(R,*S*)-2-methylpropyl]amide.
127. A compound of claim 123 wherein R<sub>6</sub> is of formula (II).
128. A compound of claim 127 wherein R<sub>13</sub> is optionally substituted aryl or arylalkyl optionally comprising a heteroatom.
129. A compound of claim 128 wherein R<sub>14</sub> and R<sub>15</sub> are H.
130. The compound of claim 129:
 

2-Oxo-5-phenyl-1,4-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide; or

2-Oxo-5-(2-pyridyl)-1,4-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.
131. The compound of claim 128:
 

2-Oxo-5-(4-trifluoromethylphenyl)-1,4-benzodiazepine-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide; or



- 2-Oxo-5-(2-methoxyphenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide.
132. The compound of claim 128:
- 2-Oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide.
133. The compound of claim 128:
- 2-Oxo-5-phenyl-1,4-(4'-methylbenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide; or
- 2-Oxo-5-phenyl-1,4-(2'-dimethylaminobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide.
134. A compound of claim 127 wherein R<sub>13</sub> is cycloalkyl optionally substituted with one or more heteroatoms.
135. The compound of claim 134:
- 2-Oxo-5-(4-piperidiny)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide.
136. A compound of claim 127 wherein R<sub>13</sub> is fused aryl-cycloalkyl optionally substituted with one or more heteroatoms.
137. The compound of claim 136:
- 2-Oxo-5-(3,4-methylenedioxyphenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl-1,3,4-oxadiazolyl)]carbonyl)-2-(S)-methylpropyl]acetamide.
138. The compound of claim 128:
- (R,S)-3-Amino-2-oxo-5-phenyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]]carbonyl)-2-(R,S)-methylpropyl]acetamide; or
- (R,S)-3-Amino-2-oxo-5-phenyl-1,4-benzodiazepine-N-[1-(3-[5-(3-trifluoromethylbenzyl-1,2,4-oxadiazolyl)]carbonyl)-2-(R,S)-methylpropyl]acetamide.
139. The compound of claim 128:
- (R,S)-3-Amino-2-oxo-5-phenyl-1,4-benzodiazepine-N-[1-(3-[5-(3-methylbenzyl)-1,2,4-oxadiazolyl]]carbonyl)-2-(R,S)-methylpropyl]acetamide; or
- (R,S)-3-Amino-2-oxo-5-(2-pyridyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]]carbonyl)-2-(R,S)-methylpropyl]acetamide.
140. The compound of claim 128:

(R,S)-3-Amino-2-oxo-5-(4-chlorophenyl)-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

141. The compound of claim 128:

(R,S)-3-Amino-2-oxo-5-phenyl-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-propyl]acetamide; or

(R,S)-3-Amino-2-oxo-5-phenyl-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

142. The compound of claim 128:

(R,S)-3-Benzyloxycarbonylamino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or

(R,S)-3-Amino-2-oxo-5-(2-chlorophenyl)-1,4-(2'-chlorobenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

143. The compound of claim 128:

(R,S)-3-Amino-2-oxo-5-methyl-1,4-benzodiazepine-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

144. A compound of claim 123 wherein  $R_6$  is of formula (IV).

145. A compound of claim 144 wherein  $R_{13}$  is alkyl or aryl and  $R_{14}$  is H or amino.

146. The compound of claim 145:

(R,S)-3-Amino-2-oxo-5-methyl-1,4-(2', 3'-methylenedioxy-benzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

147. A compound of claim 123 wherein  $R_6$  is of formula (VI).

148. A compound of claim 147 wherein W is S,  $R_{14}$  is H or amino,  $R_{13}$  is alkyl or aryl and  $R_{15}$  is aryl or arylalkyl.

149. The compound of claim 148:

2-Oxo-5-methyl-1,4-(2-phenyl-1-thiophenodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

150. The compound of claim 148:

2-Oxo-5-methyl-1,4-(1-thiophenodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;  
or

(R,S)-3-Amino-2-oxo-5-methyl-1,4-(2-phenyl-1-thiophenodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

151. A compound of claim 123 wherein R<sub>6</sub> is of formula (III).  
152. A compound of claim 151 wherein R<sub>14</sub> is amino or benzyloxycarboxamide.  
153. The compound of claim 152:

3-(S)-[(Benzyloxycarbonyl)amino-(5,6-phenyl-ε-lactam)]-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or

3-(S)-Amino-(5,6-phenyl-ε-lactam)-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

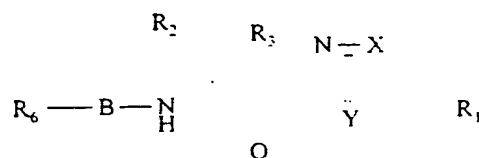
154. A compound of claim 123 wherein R<sub>6</sub> is of formula (V).  
155. A compound of claim 154 wherein R<sub>14</sub> is amino.  
156. The compound of claim 155:

3-(R,S)-Amino-quinolin-2-one-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

157. The compound:

(R,S)-3-Amino-2-oxo-5-methyl-1,4-(2',3'-dimethoxybenzodiazepine)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.

158. A compound of the formula:



wherein

X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro.

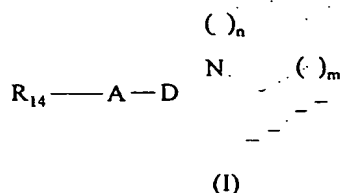
hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio, provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3 halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

B is -S(O)<sub>2</sub>-, -C(O)-, -OC(O)- or -CH<sub>2</sub>-C(O)-; and

R<sub>6</sub> is of the formula (I)



wherein m and n are independently 0 or 1;

D is a direct bond or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, indoline-2-carboxylic acid tetrahydroisoquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl, haloalkenyl, alkynyl, halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkoxy, haloalkoxy, carbonyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid; or lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl or alkoxycarbonylalkyl; or cycloalkyl, cycloalkylalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S;

A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -OC(O)- or -C-; and

R<sub>14</sub> is H, alkyl, alkenyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; or

R<sub>6</sub> is aryl, arylalkyl, cycloalkyl or alkylcycloalkyl.

159. A compound of claim 158 wherein R<sub>6</sub> is of formula (I).
160. A compound of claim 159 wherein D is Val.

161. A compound of claim 160 wherein  $R_{14}$  is alkyl, aryl or arylalkyl optionally comprising a heteroatom, and A is -OC(O)-.

162. A compound of claim 161 wherein  $R_{14}$ -A is benzyloxycarbonyl.

163. A compound of claim 162 wherein n and m are 1.

164. The compound of claim 163:

Benzyloxycarbonyl-L-valyl-(1,2,3,4-tetrahydroisoquinoline)-3-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]amide.

165. A compound of claim 162 wherein n is 0 and m is 1.

166. The compound of claim 7:

Benzyloxycarbonyl-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide; or

Benzyloxycarbonyl-L-valyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.

167. A compound of claim 159 wherein  $R_{14}$ -A is alkyl-C(O)- or alkyl-OC(O)-.

168. The compound of claim 167:

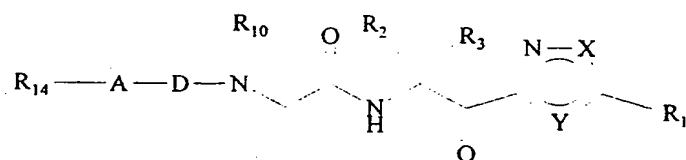
N-Acetyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide; or

N-Acetyl-2-L-(2,3-dihydro-1H-indole)-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.

169. A compound of claim 158 wherein  $R_6$  is aryl, arylalkyl, cycloalkyl or cycloalkylalkyl.

170. A compound of claim 169 wherein  $R_6$ -B is benzyloxycarbonyl.

171. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; ( $C_5$ - $C_6$ )aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro,

hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio, provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>10</sub> is (C<sub>5</sub>-C<sub>6</sub>)aryl, (C<sub>5</sub>-C<sub>6</sub>)arylalkyl, (C<sub>5</sub>-C<sub>6</sub>)arylalkenyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy,

carboxyl, carboalkoxy, alkylcarboxamide, alkylthio or haloalkylthio; and optionally comprising 1 or more heteroatoms selected from N, S and O;

D is a direct bond, -C(O)- or an amino acid selected from proline, isoleucine, cyclohexylalanine, cysteine optionally substituted at the sulfur with alkyl, alkenyl or phenyl optionally substituted with halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; phenylalanine, indoline-2-carboxylic acid, tetrahydroisoquinoline-2-carboxylic acid optionally substituted with alkyl, alkenyl, haloalkenyl, alkynyl, halogen, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkoxy, haloalkoxy, carbonyl, carboalkoxy, alkylcarboxamide, arylcarboxamide, alkylthio or haloalkylthio; tryptophan, valine, norvaline, norleucine, octahydroindole-2-carboxylic acid or lysine optionally substituted at the side chain nitrogen with alkyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, alkoxyalkyl or cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S;

A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -OC(O)NH-, -OC(O)- or -C-; and

R<sub>14</sub> is H, alkyl, alkenyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamido, aryl, arylalkyl, arylcarboxamido, alkylthio or haloalkylthio.

172. A compound of claim 171 wherein R<sub>10</sub> is fused aryl-cycloalkyl.
173. A compound of claim 172 wherein R<sub>10</sub> is indanyl and R<sub>14</sub> is pyrrolyl.
174. A compound of claim 173 wherein D is a direct bond.
175. The compound of claim 174:  
 (Pyrrole-2-carbonyl)-N-[1-(R,S)-indanyl]glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.
176. A compound of claim 171 wherein R<sub>10</sub> is aryl or arylalkyl.
177. A compound of claim 176 wherein R<sub>10</sub> and R<sub>14</sub> are benzyl.



178. A compound of claim 177 wherein D is a direct bond.

179. The compound of claim 178:

(N-Benzylcarbonyl)-N-(benzyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.

180. A compound of claim 176 wherein R<sub>10</sub> is phenyl and R<sub>14</sub> is benzyl.

181. A compound of claim 180 wherein D is Val.

182. The compound of claim 181:

Benzyloxycarbonyl-L-valyl-N-(phenyl)glycyl-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide; or

Benzyloxycarbonyl-L-valyl-N-(phenyl)glycyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.

183. A compound of claim 171 wherein R<sub>10</sub> is cycloalkyl.

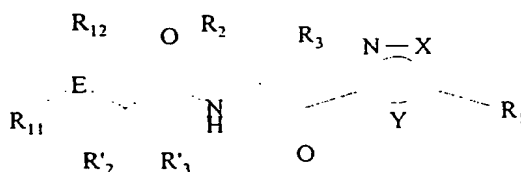
184. A compound of claim 183 wherein R<sub>10</sub> is cyclohexyl and D is a direct bond.

185. A compound of claim 184 wherein R<sub>14</sub> is optionally substituted aryl.

186. The compound of claim 185:

3-Phenylpropionyl-N-(cyclohexyl)glycyl-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl].

187. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio;

provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy,

haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

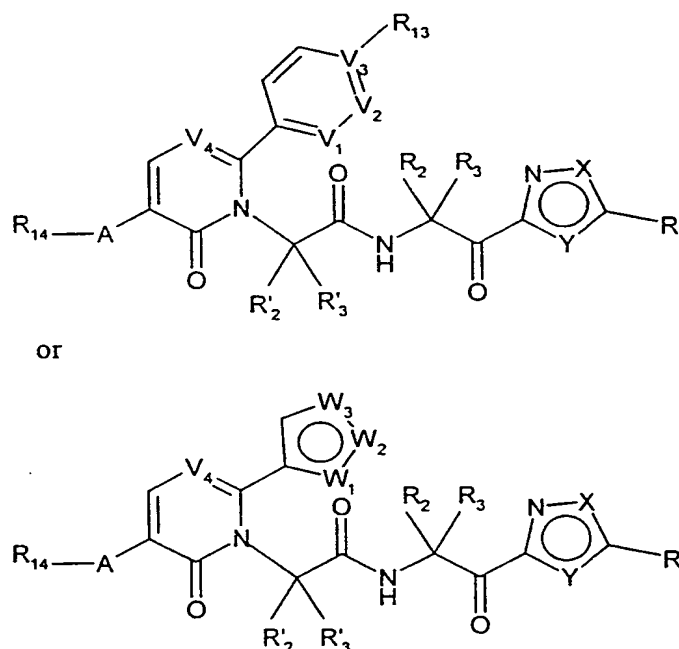
R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy,

carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>11</sub>, R<sub>12</sub> and E together form a monocyclic or bicyclic ring comprising 5-10 atoms selected from C, N, S and O; said ring containing 1 or more keto groups; and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, alkylthio, haloalkylthio; cycloalkyl, cycloalkylalkyl, cycloalkylalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, ((C<sub>5</sub>-C<sub>12</sub>)arylalkyl)OC(O)NH- or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O, and optionally substituted with halo, cyano, nitro, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, -C(O)O(alkyl), -C(O)(alkyl), alkylcarboxamide, alkylthio or haloalkylthio.

188. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl,

alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

$R_1$  is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

$R_2$  and  $R_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

$R'_2$  and  $R'_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl

or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

V<sub>1</sub>, V<sub>2</sub>, V<sub>3</sub> and V<sub>4</sub> are independently C or N;

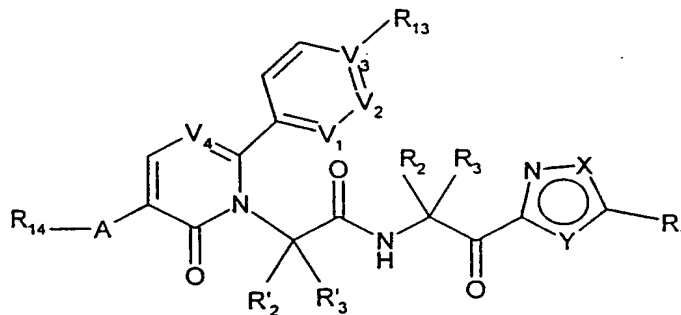
where V<sub>3</sub> is C; R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; or R<sub>13</sub> is absent;

A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-NH-, -OC(O)NH-, -OC(O)- or -C-;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently selected from N optionally substituted with alkyl; C, S and O.

189. A compound of claim 188 of the formula:



190. A compound of claim 189 wherein R<sub>14</sub>-A is benzyloxycarboxamide, H<sub>2</sub>N- or H.

191. A compound of claim 190 wherein R<sub>13</sub> is H or halo.
192. A compound of claim 191 wherein V<sub>1</sub>, V<sub>2</sub> and V<sub>3</sub> are C.
193. A compound of claim 192 wherein V<sub>4</sub> is N.
194. The compound of claim 193:  
 2-[(6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl)-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 or  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-pyridyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
195. The compound of claim 193:  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-phenyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
196. The compound of claim 193:  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(4-methoxyphenyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-benzyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
197. A compound of claim 189 wherein R<sub>1</sub> is  $\alpha,\alpha$ -disubstituted arylalkyl or alkyl fused aryl-cycloalkyl, wherein the aryl or fused aryl-cycloalkyl group is optionally substituted.

198. A compound of claim 197 wherein R<sub>1</sub> is  $\alpha,\alpha$ -dimethylbenzyl optionally substituted with alkyl, alkoxy or hydroxyl.
199. A compound of claim 198 wherein R<sub>13</sub> is H or halo.
200. A compound of claim 199 wherein R<sub>14</sub>-A- is benzyloxycarboxamide, H<sub>2</sub>N- or H.
201. The compound of claim 200:
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-dihydroxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide
- 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or
- 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
202. A compound of claim 189 wherein R<sub>1</sub> is ( $\alpha,\alpha$ )-dimethyl-3,4-methylenedioxybenzyl.
203. The compound of claim 202: 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethyl-3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

204. A compound of claim 202 wherein R<sub>14</sub> is alkyl and A is -OC(O)NH-.
205. The compound of claim 204 wherein R<sub>14</sub> is methyl.
206. A compound of claim 189 wherein R<sub>1</sub> is alkyl.
207. A compound of claim 206 wherein R<sub>1</sub> is methyl, isopropyl, isobutyl, *n*-butyl or *tert*-butyl.
208. A compound of claim 207 wherein R<sub>13</sub> is H or halo.
209. A compound of claim 208 wherein R<sub>14</sub>-A- is benzyloxycarboxamide, H<sub>2</sub>N- or H.
210. The compound of claim 209:
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-(Benzyloxycarbonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-methyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-isopropyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;
- 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;
- 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide;
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;
- 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or
- 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-



- [1-(2-[5-(*tert*-butyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide.
211. The compound of claim 209:  
 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R)-methylpropyl]acetamide; or  
 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;
212. A compound of claim 209 wherein R<sub>14</sub> is alkyl and A is -OC(O)NH-.
213. A compound of claim 212 wherein R<sub>14</sub> is methyl.
214. A compound of claim 189 wherein A is -S(O)<sub>2</sub>- or -S(O)<sub>2</sub>-NH-.
215. A compound of claim 214 wherein R<sub>14</sub> is alkyl.
216. A compound of claim 215 wherein R<sub>1</sub> is aryl or arylalkyl optionally substituted with alkyl.
217. The compound of claim 216: 2-[5-(Methylsulfonyl)amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
218. A compound of claim 193 wherein R<sub>1</sub> is alkylcycloalkyl.
219. A compound of claim 218 wherein R<sub>1</sub> is methylcyclopropyl.
220. The compound of claim 219:  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 2-[5-Amino-6-oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 2-[6-Oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
 or  
 2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(1-methylcyclopropyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
221. A compound of claim 192 wherein V<sub>4</sub> is C.
222. The compound of claim 221:  
 2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-

(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[6-Oxo-2-phenyl-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
or

2-[5-Amino-6-oxo-2-(4-fluorophenyl)-1,6-dihydro-1-pyridinyl]-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

223. A compound of claim 189 wherein  $V_2$  is N.

224. A compound of claim 223 wherein  $V_1$  and  $V_3$  are C, and  $V_4$  is N.

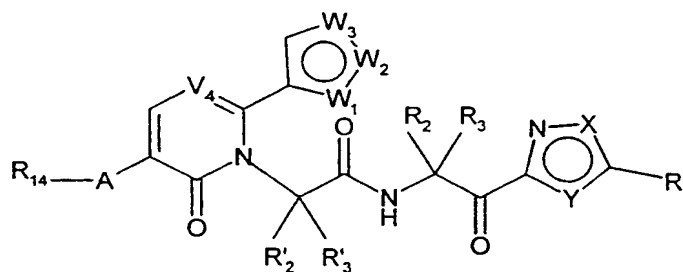
225. A compound of claim 224 wherein  $R_{14}$ -A is H or  $H_2N$ -.

226. The compound of claim 225:

2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
2-[5-Amino-6-oxo-2-(3-pyridyl)-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

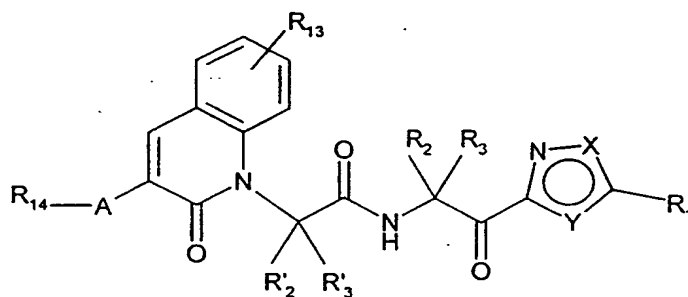
227. A compound of claim 188 of the formula:



228. A compound of claim 227 where  $W_1$  is S.

229. The compound of claim 228: 2-[5-Amino-6-oxo-2-thienyl-1,6-dihydro-1-pyrimidinyl]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

230. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N,

O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidinyl, dialkylguanidinyl, guanidinyl, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

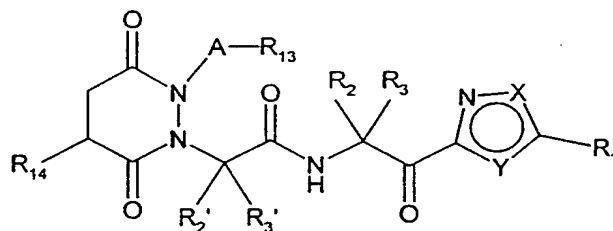
R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; or R<sub>13</sub> is absent;

A is a direct bond, -C(O)-, -NH-C(O)-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-NH-, -OC(O)NH-, -OC(O)- or -C-;

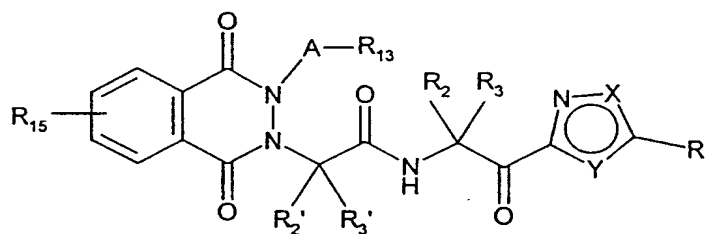
R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio.

231. A compound of claim 230 wherein R<sub>13</sub> is H, halo or piperidinyl.
232. A compound of claim 231 wherein R<sub>14</sub> is arylalkyl.

233. A compound of claim 232 wherein R<sub>14</sub> is benzyl.
234. The compound of claim 233:  
 3-[(Benzyloxycarbonyl)amino]-7-piperidinyl-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide;  
 3-[(Benzyloxycarbonyl)amino]quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide; or  
 3-amino-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.
235. The compound of claim 230:  
 3-[(4-Morpholino)aceto]amino-quinoline-2-one-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.
236. A compound of the formula:



or



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

$R_1$  is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

$R_2$  and  $R_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

$R'_2$  and  $R'_3$  are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl,

haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

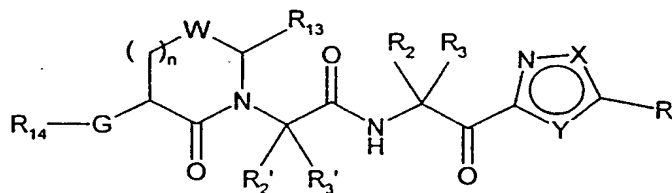
A is a direct bond, -C(O)- or -C-;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; or R<sub>13</sub> is absent;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino or dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

R<sub>15</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkylfused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S.

237. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide,

arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N,



O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

W is S, SO, SO<sub>2</sub> or C;

n is 0, 1 or 2;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, cycloalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl;

R<sub>14</sub> is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; and

G is -NHC(O)-, -OC(O)NH-, -C(O)-, -S(O)<sub>2</sub>-NH- or a direct bond.

- 238. A compound of claim 237 wherein R<sub>14</sub>-G is benzyloxycarboxamide, H<sub>2</sub>N- or H.
- 239. A compound of claim 238 wherein R<sub>13</sub> is phenyl optionally substituted with halo.
- 240. A compound of claim 238 wherein R<sub>13</sub> is H.
- 241. A compound of claim 240 wherein W is C.
- 242. The compound of claim 241:

3-(*S*)-[(Benzyloxycarbonyl)amino]-ε-lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide;

3-(*S*)-(Amino)-ε-lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide; or

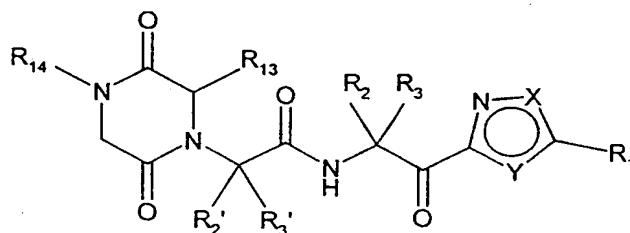
6-[4-Fluorophenyl]-ε-lactam-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

243. A compound of claim 239 wherein W is S.

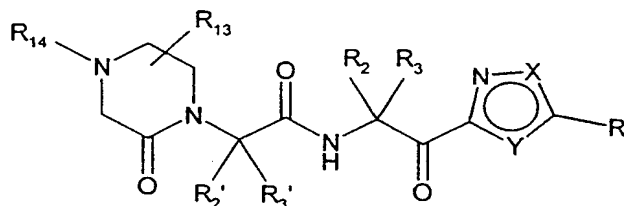
244. The compound of claim 243:

2-[2-(*R,S*)-Phenyl-4-oxometathiazan-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide; or  
2-[2-(*R,S*)-Phenyl-4-oxothiazolidin-3-yl]-*N*-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(*S*)-methylpropyl]acetamide.

245. A compound of the formula:



or



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio; provided that at least one of X or Y is N;

R<sub>1</sub> is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl,

dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

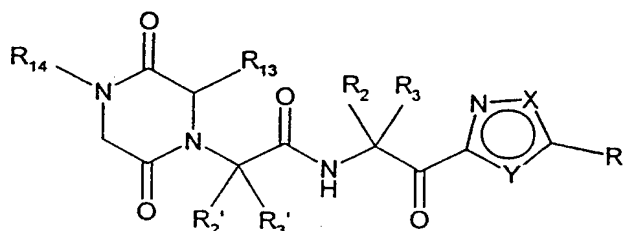
R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R° or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R''R° or -RC(O)NR'R'' where R is alkyl or alkenyl, and R', R'' and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino, or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; and

$R_{14}$  is H, alkyl, alkenyl, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, arylalkyloxycarbonyl, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio.

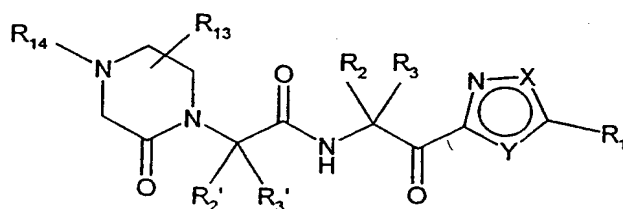
246. A compound of claim 245 of the formula:



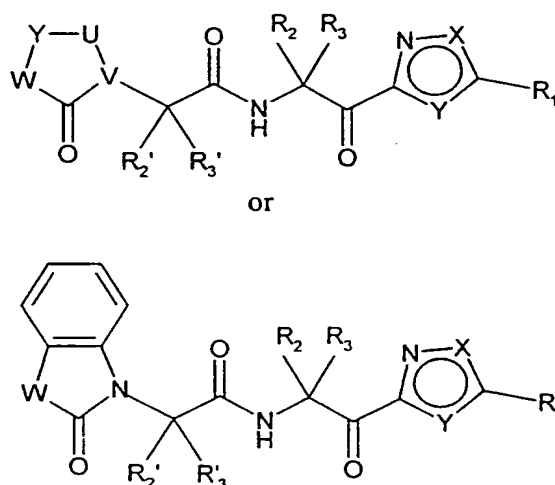
247. A compound of claim 246 wherein  $R_{14}$  is fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or more heteroatoms.
248. A compound of claim 247 wherein  $R_{14}$  is 3,4-methylenedioxybenzyl or 3,4-ethylenedioxybenzyl.
249. The compound of claim 248: 4-[1-(3,4-Methylenedioxybenzyl)-3-(R)-benzylpiperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
250. A compound of claim 246 wherein  $R_{13}$  is aryl or arylalkyl optionally comprising one or more heteroatoms.
251. A compound of claim 250 wherein  $R_{13}$  is benzyl or phenyl.
252. A compound of claim 251 wherein  $R_{14}$  is H
253. A compound of claim 250 wherein  $R_{13}$  is pyridyl.
254. The compound of claim 253:

2-(R,S)-[(Methylene-4-pyridyl) piperazine-2,5-dione]-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

255. A compound of claim 245 of the formula:



256. A compound of claim 255 wherein  $R_{13}$  is aryl or arylalkyl.  
 257. A compound of claim 256 wherein  $R_{13}$  is phenyl or benzyl.  
 258. A compound of claim 255 wherein  $R_{14}$  is benzyloxycarbonyl.  
 259. A compound of claim 255 wherein  $R_{14}$  is H.  
 260. A compound of the formula:



wherein X and Y are independently O, S or N, wherein N is optionally substituted with alkyl or alkenyl optionally substituted with 1-3 halo atoms; (C<sub>5</sub>-C<sub>6</sub>)aryl, arylalkyl or arylalkenyl optionally comprising 1-3 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or alkylthio;

provided that at least one of X or Y is N;

$R_1$  is alkyl, alkenyl or alkynyl optionally substituted with 1-3, halo, hydroxyl, cyano, nitro, haloalkyl, alkylamino, dialkylamino, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, arylcarboxamide or -O-(C<sub>5</sub>-C<sub>6</sub>)aryl; hydroxyl, amino, alkylamino or dialkylamino; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkenylcycloalkenyl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl, (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl, fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl or alkyl fused (C<sub>5</sub>-C<sub>12</sub>)aryl-cycloalkyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy,

carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

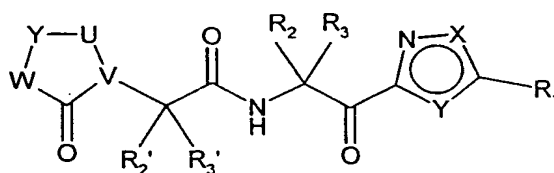
R<sub>2</sub> and R<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

R'<sub>2</sub> and R'<sub>3</sub> are independently or together H; alkyl or alkenyl optionally substituted with 1-3 halo, hydroxyl, thio, alkylthio, amino, alkylamino, dialkylamino, alkylguanidiny, dialkylguanidiny, guanidiny, or amidylguanidine; -RCOR', -RCOOR', -RNR'R"R° or -RC(O)NR'R" where R is alkyl or alkenyl, and R', R" and R° are independently H, alkyl, alkenyl, cycloalkyl or (C<sub>5</sub>-C<sub>6</sub>)aryl; or cycloalkyl, alkylcycloalkyl, alkenylcycloalkyl, alkyl-oxyaryl, alkyl-thioaryl, alkyl-aminoaryl, (C<sub>5</sub>-C<sub>12</sub>)aryl, (C<sub>5</sub>-C<sub>12</sub>)arylalkyl or (C<sub>5</sub>-C<sub>12</sub>)arylalkenyl optionally comprising 1-4 heteroatoms selected from N, O and S, and optionally substituted with halo, cyano, keto, nitro, hydroxyl, haloalkyl, amino, aminoalkyl, dialkylamino, amidine, alkylamidine, dialkylamidine, alkyl, alkenyl, alkylenedioxy, alkynyl, alkoxy, haloalkoxy, carboxyl, carboalkoxy, alkylcarboxamide, (C<sub>5</sub>-C<sub>6</sub>)aryl, -O-(C<sub>5</sub>-C<sub>6</sub>)aryl, arylcarboxamide, alkylthio or haloalkylthio;

U, V, W and Y are independently or together N, C, C(O), N(R<sub>13</sub>) where R<sub>13</sub> is H, alkyl, halo, alkoxy, carboalkoxy, carboxyl, alkylthio, amino, alkylamino, dialkylamino; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from O, N and S, and optionally substituted with halo or alkyl; N(R<sub>14</sub>) where R<sub>14</sub> is H, alkyl, alkenyl, or aryl, arylalkyl, cycloalkyl,

alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising 1 or more heteroatoms selected from N, O and S, and optionally substituted with alkyl, halo, alkoxy, amino, alkylamino, dialkylamino, carboxyl, alkenyl, alkynyl, haloalkoxy, carboalkoxy, alkylcarboxamide, aryl, arylalkyl, arylcarboxamide, alkylthio or haloalkylthio; or C(R<sub>16</sub>)(R<sub>17</sub>) where R<sub>16</sub> and R<sub>17</sub> are independently or together H, alkyl, alkylthio, alkylthioalkyl; -(CH<sub>2</sub>)<sub>m</sub>C(O)OR or -(CH<sub>2</sub>)<sub>m</sub>C(O)NRR' where m is 1 to 6 and R and R' are independently or together H or alkyl; or aryl, arylalkyl, cycloalkyl, alkylcycloalkyl, fused aryl-cycloalkyl or alkyl fused aryl-cycloalkyl optionally comprising one or more heteroatoms selected from N, S and non-peroxide O and optionally substituted with amino, alkylamino, dialkylamino, guanidine, carboalkoxy, keto, hydroxyl, alkyl, haloalkyl, alkylthio, alkylguanidinyl, dialkylguanidinyl or amidine; or together form a cyclic ring structure comprising 4-8 atoms selected from C, N, O and S.

261. A compound of claim 260 of the formula



262. A compound of claim 261 wherein U is C(O); V is N; W is N or N(R<sub>13</sub>); and Y is C(R<sub>16</sub>)(R<sub>17</sub>).
263. A compound of claim 262 wherein W is NH.
264. A compound of claim 263 wherein R<sub>16</sub> and R<sub>17</sub> are H.
265. A compound of claim 263 wherein R<sub>16</sub> and R<sub>17</sub> are alkyl.
266. A compound of claim 263 wherein R<sub>16</sub> is alkyl and R<sub>17</sub> is H.
267. A compound of claim 266 wherein R<sub>16</sub> is isopropyl.
268. A compound of claim 267 wherein R<sub>1</sub> is benzyl or (α,α)-dimethylbenzyl optionally substituted with alkyl, alkoxy or hydroxyl.
269. A compound of claim 268:

4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(α,α-dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;

4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
or

4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.

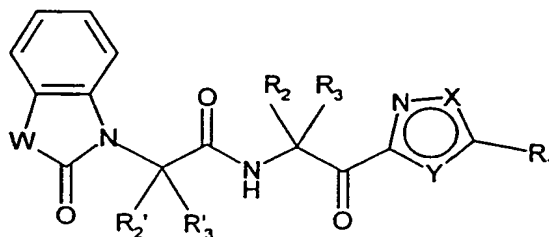
270. A compound of claim 263 wherein  $R_1$  is alkyl.
271. A compound of claim 270 wherein  $R_1$  is methyl, isopropyl, isobutyl, *n*-butyl or *tert*-butyl.
272. A compound of claim 271:  
4-(S)-(2-Isobutyl)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
4-(R)-Isopropyl-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
273. A compound of claim 263 wherein  $R_{16}$  is aryl or arylalkyl optionally substituted with amino, alkylamino or dialkylamino.
274. A compound of claim 273 wherein  $R_{16}$  is benzyl or phenyl optionally substituted with dialkylamino, and  $R_{17}$  is H.
275. A compound of claim 274 of the formula:  
[4-(R,S)-(4-Dimethylaminophenyl)]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide;  
4-(R,S)-Phenyl-2,5-imidazolidinedione-N-[1-(3-[5-(3-trifluoromethylbenzyl)-1,2,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
4-(R,S)-Phenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
276. A compound of claim 263 wherein  $R_{16}$  is benzyl or phenyl optionally substituted with hydroxyl.
277. A compound of claim 263 wherein  $R_{16}$  is pyridinyl or methylene pyridinyl.
278. A compound of claim 277 wherein  $R_{17}$  is succinimidyl.
279. The compound of claim 278: [4-(R,S)-(4-pyridyl)-4-(R,S)-N-succinimidyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
280. A compound of claim 277 wherein  $R_{17}$  is H.



281. A compound of claim 277 wherein  $R_{17}$  is alkyl.
282. The compound of claim 281: [4-(R,S)-(2-Pyridyl)-4-(R,S)-methyl]-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
283. A compound of claim 262 wherein  $R_{16}$  and  $R_{17}$  are phenyl or benzyl.
284. A compound of claim 283: 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide or 4,4-Diphenyl-2,5-imidazolidinedione-N-[1-(2-[5-(3,4-methylenedioxybenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
285. A compound of claim 263 wherein  $R_{16}$  and  $R_{17}$  together form a cyclic ring structure.
286. A compound of claim 285 wherein  $R_{16}$  and  $R_{17}$  together are  $-\text{CH}_2-(\text{CH}_2)_2-\text{CH}_2-$ .
287. A compound of claim 285 wherein  $R_{16}$  and  $R_{17}$  together are  $-\text{CH}_2-(\text{CH}_2)_3-\text{CH}_2-$ .
288. A compound of claim 263 wherein  $R_{16}$  is arylalkyl substituted with one nitrogen.
289. A compound of claim 288 wherein  $R_{16}$  is indolylmethylene.
290. A compound of claim 289:  
4-(R)-(3-Indolemethylene)-2,5-imidazolidinedione-N-[1-(2-[5-*tert*-butyl-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide; or  
4-(R)-(3-Indolemethylene)-2,5-imidazolidinedione-N-[1-(2-[5-( $\alpha,\alpha$ -dimethylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]acetamide.
291. A compound of claim 262 wherein  $R_{16}$  is  $-(\text{CH}_2)_m\text{C}(\text{O})\text{OR}$ .
292. A compound of claim 291 wherein R is methyl.
293. A compound of claim 262 wherein  $R_{16}$  is  $-(\text{CH}_2)_m\text{C}(\text{O})\text{NRR}'$ .
294. A compound of claim 293 wherein R and R' are methyl.
295. A compound of claim 262 wherein W is  $\text{N}(\text{R}_{13})$  where  $\text{R}_{13}$  is cycloalkyl or alkylcycloalkyl optionally comprising 1 or more heteroatoms.
296. A compound of claim 295 wherein  $\text{R}_{13}$  is morpholinoalkyl.
297. A compound of claim 296 wherein  $R_{16}$  is aryl or arylalkyl.
298. A compound of claim 297 wherein  $R_{16}$  is benzyl or phenyl and  $R_{17}$  is H.

299. A compound of claim 298:  
 1-(N-Morpholinoethyl)-5-(R)-benzyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide;  
 1-(N-Morpholinoethyl)-5-(R,S)-phenyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide; or  
 1-(N-Morpholinoethyl)-5-(S)-benzyl-2,4-imidazolidinedione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(R,S)-methylpropyl]acetamide.
300. A compound of claim 262 wherein W is N(R<sub>13</sub>) where R<sub>13</sub> is alkyl.
301. A compound of claim 300 wherein R<sub>13</sub> is methyl.
302. A compound of claim 262 wherein W is N(R<sub>13</sub>) and R<sub>13</sub> is aryl or arylalkyl.
303. A compound of claim 302 wherein R<sub>13</sub> is benzyl.
304. A compound of claim 303 wherein R<sub>16</sub> and R<sub>17</sub> are H.
305. A compound of claim 261 wherein U is C(R<sub>16</sub>)(R<sub>17</sub>); V is N; W is N or N(R<sub>13</sub>); and Y is C(O).
306. A compound of claim 305 wherein R<sub>16</sub> is aryl or arylalkyl.
307. A compound of claim 306 wherein R<sub>16</sub> is benzyl or phenyl.
308. A compound of claim 307 wherein R<sub>17</sub> is H.
309. A compound of claim 308 wherein W is N(R<sub>13</sub>).
310. A compound of claim 309 wherein R<sub>13</sub> is aryl or arylalkyl.
311. A compound of claim 310 wherein R<sub>13</sub> is benzyl or phenyl.
312. A compound of claim 261 wherein U is C(O); V is N; W is NH or N(R<sub>13</sub>); and Y is N(R<sub>13</sub>).
313. A compound of claim 312 wherein R<sub>13</sub> is aryl or arylalkyl.
314. A compound of claim 313 wherein R<sub>13</sub> is phenyl or benzyl.
315. A compound of claim 312 wherein W is NH.
316. The compound of claim 315:  
 1-Phenyl-1,2,4-triazolidine-3,5-dione-N-[1-(2-[5-(3-methylbenzyl)-1,3,4-oxadiazolyl]carbonyl)-2-(S)-methylpropyl]amide.
317. A compound of claim 312 wherein W is N(R<sub>13</sub>) where R<sub>13</sub> is alkyl.

318. A compound of claim 260 of the formula:



319. A compound of claim 318 wherein W is N(R<sub>13</sub>).
320. A compound of claim 319 wherein R<sub>13</sub> is aryl or cycloalkyl optionally comprising 1 or more heteroatoms.
321. A compound of claim 320 where R<sub>13</sub> is piperidinyl.
322. A method of inhibiting one or more serine proteases comprising administering to a host in need of such inhibition an effective amount of a compound of claim 1, 53, 70, 123, 157, 158 or 171.
323. A method of claim 322 wherein the serine protease is elastase.
324. A method of claim 323 wherein the elastase is human neutrophil elastase.
325. A method of claim 322 wherein said compound is administered orally.
326. A pharmaceutical composition comprising one or more compounds of claim 1, 53, 70, 123, 157, 158 or 171 and a pharmaceutically acceptable carrier.
327. A method of inhibiting one or more serine proteases comprising administering to a host in need of such inhibition an effective amount of a compound of claim 187, 188, 230, 236, 237, 245 or 260.
328. A method of claim 327 wherein the serine protease is elastase.
329. A method of claim 328 wherein the elastase is human neutrophil elastase.
330. A method of claim 327 wherein said compound is administered orally.
331. A pharmaceutical composition comprising one or more compounds of claim 187, 188, 230, 236, 237, 245 or 260 and a pharmaceutically acceptable carrier.

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